

# EXHIBIT 15

1 UNITED STATES DISTRICT COURT  
2 FOR THE DISTRICT OF NEVADA

3  
4 JAMES V. DEPPOLETO JR.,  
5 Plaintiff,

6 vs. No. 2:22-cv-02013-GMN-MDC

7 TAKEOVER INDUSTRIES,  
8 INCORPORATED, et al.,  
9 Defendants.

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15 VIDEOCONFERENCE DEPOSITION OF

16 JAMES V. DEPPOLETO JR.

17 Thursday, December 5, 2024

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25 Reported by: Barbara Clark, CCR No. 953



APPEARANCES

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Also Present: Daniel Holmstock, Exhibit Tech

Joseph Pavlik



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1 (Exhibits cont.)

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3 Exhibit 11 Notice of Default, Demand for  
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1 Thursday, December 5, 2024  
2 10:35 a.m.  
3  
4 JAMES V. DEPPOLETO JR.,  
5 having been administered an oath, was examined and  
6 testified as follows:  
7  
8 EXAMINATION  
9 BY MR. BENNION:  
10 Q Please state your name and address for the  
11 record.  
12 A James Deppoleto.  
13 Q Mr. Deppoleto, I'm Don Bennion. I represent  
14 the Defendants in a case that you filed, Case No.  
15 2:22-cv-02013-GMN-MDC in the United States --  
16 (Audio difficulties.)  
17 (Discussion held off the record.)  
18 BY MR. BENNION:  
19 Q Mr. Deppoleto, have you been deposed  
20 previously?  
21 A Previously? Previously what?  
22 Q Have you been deposed? Has your deposition  
23 been taken before today?  
24 A No.  
25 Q Have you ever been a party to a lawsuit such

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1 as the Plaintiff or Defendant prior to this lawsuit?  
2 A Yes.  
3 Q And let me go through the admonitions of a  
4 deposition and then we will proceed to ask further  
5 questions.  
6 The oath which you just took is the same as  
7 any you would take in a court of law. With that oath  
8 you have the obligation and responsibility to tell the  
9 truth and we expect that you will do so.  
10 Do you understand that?  
11 A Yes.  
12 Q Are you currently under any medication that  
13 might inhibit or impair your ability to testify  
14 truthfully?  
15 A No.  
16 Q If you answer a question would it be fair for  
17 us to assume that you understood the question?  
18 MR. HARVEY: Objection. Incomplete  
19 hypothetical.  
20 Go ahead.  
21 THE WITNESS: I'm not sure how to answer that.  
22 BY MR. BENNION:  
23 Q I'm going to ask you questions today in the  
24 deposition. If you don't understand the question,  
25 please tell me you don't understand.

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1 Do you understand?  
2 A Yes.  
3 MR. HARVEY: Can I clarify one other thing?  
4 It looks like Joe Pavlik is also on with us. Either  
5 way, is it just him or are there other people?  
6 MR. BENNION: My understanding, Patrick, is  
7 it's just Joe Pavlik.  
8 MR. HARVEY: Okay. Thank you.  
9 MR. BENNION: And he's a party to this case.  
10 He's allowed to participate or to listen in.  
11 MR. HARVEY: Yep. I was just making it clear.  
12 BY MR. BENNION:  
13 Q Following the deposition, Mr. Deppoleto, the  
14 transcript of this deposition will be provided to you  
15 to review for accuracy for what you said today. At  
16 that time you will have the opportunity to review your  
17 answers, to sign it was a true and accurate statement  
18 or to make changes to your deposition testimony at the  
19 time that you sign it, but if you make changes, myself  
20 or another attorney will have the opportunity to  
21 comment upon and to argue that the changes that you  
22 make from the date of your testimony, which is today,  
23 until the time that you sign the deposition transcript  
24 with changes, to make comments upon those changes to  
25 seek to impeach your credibility.

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1 Do you understand that?  
2 MR. HARVEY: Objection. I don't think that  
3 accurately states the rule.  
4 Go ahead.  
5 THE WITNESS: Yes, I believe so.  
6 BY MR. BENNION:  
7 Q What did you do to prepare for your deposition  
8 today?  
9 A My attorney gave me a letter to read. That  
10 was it.  
11 Q Did you review any documents in preparation  
12 for your deposition?  
13 A No documents were provided.  
14 Q Did you meet with your attorney to prepare for  
15 your deposition?  
16 A I was here 30 minutes early.  
17 Q And how long did you meet with your attorney?  
18 A 30 minutes.  
19 Q Did you have a telephone conference -- and I'm  
20 not asking you about the substance or anything that was  
21 said in the telephone conference with your attorney,  
22 but did you have a telephone conference with your  
23 attorney to prepare for today's deposition?  
24 A No.  
25 Q You said that you reviewed a letter. What was

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<p>1 the nature of the letter that you reviewed to prepare  2 for your deposition?  3 MR. HARVEY: I'm going to object and instruct  4 you not to answer. Attorney-client privilege.  5 BY MR. BENNION:  6 Q When did you receive that letter?  7 A Yesterday.  8 Q What's the extent of your formal education?  9 A Bachelor's degree in business administration.  10 Q From which school?  11 A Cardinal Stritch University.  12 Q And where is that located?  13 A In Milwaukee, Wisconsin.  14 Q And when did you receive that degree?  15 A I can't recall the exact date.  16 Q In the last 10 years?  17 A No.  18 Q So prior to that time?  19 A Correct.  20 Q Okay. When did you graduate from high school?  21 A 1989.  22 Q And was that in Milwaukee?  23 A Oak Creek, Wisconsin.  24 Q A suburb of Milwaukee?  25 A Correct.</p>	<p>1 A We do not receive material property. We are a  2 material handling company.  3 Q So perhaps you can explain what that means to  4 handle material.  5 A An example could be an Amazon warehouse.  6 Conveyors that go throughout that, that's material  7 handling equipment, fork trucks, racking, material  8 handling equipment that goes through all the warehouse,  9 we would do things of that nature.  10 Q So material handling equipment, does your  11 business provide that?  12 A Correct.  13 Q Such as -- what type of equipment would that  14 be?  15 A Predominantly conveyor equipment.  16 Q So conveyor equipment, meaning a conveyor  17 belt, for lack of a better term?  18 A I'm sorry. I don't understand that question.  19 Q Perhaps you can explain the nature of the  20 conveyor equipment. What is that? Is that a conveyor  21 belt? Please describe it for us.  22 A Conveyor belts, yes.  23 Q And what else do you provide? What other  24 conveyor equipment do you provide?  25 A Could be vision systems. Could be belting.</p>
<p>1 Q How are you employed?  2 A I'm self-employed.  3 Q And what does that mean?  4 A I have my own company.  5 Q And what is the name of that company?  6 A Quintec Integration, Inc.  7 Q And what is the nature of Quintec Integration,  8 Inc.'s business?  9 A Material handling.  10 Q Material handling of what?  11 A Material.  12 Q Such as?  13 A It could be a box. It could be a foundry  14 part. It could be a generator. Material.  15 Q And how does your company handle that  16 material? How does it process it?  17 A How do you mean?  18 Q Well, you just receive the material property  19 and take it in to your company?  20 A No.  21 Q What do you do with that property?  22 A What do you mean?  23 Q Well, perhaps you can explain the nature of  24 the business that you're in when you receive material  25 property. What is the nature of your business?</p>	<p>1 Could be the actual conveyor. It varies. Material  2 handling equipment is what we handle.  3 Q And what is the name of your company?  4 A Quintec.  5 Q I'm sorry. You testified to that previously.  6 Quintec Integration, Inc.; correct?  7 A Correct.  8 Q And what is your position at Quintec  9 Integration?  10 A President.  11 Q And how long have you been president of  12 Quintec Integration?  13 A 25 years.  14 Q When was Quintec Integration founded as a  15 company?  16 A 1999.  17 Q And you founded the company?  18 A Correct.  19 Q Are you a member of the Board of Directors at  20 Quintec Integration?  21 A Correct.  22 Q Who else is on the Board of Directors at  23 Quintec Integration?  24 A No one.  25 Q Are you on the Board of Directors of any other</p>



<p>1 companies?</p> <p>2 <b>A No.</b></p> <p>3 Q Do you know Amy Allen?</p> <p>4 <b>A Former employee.</b></p> <p>5 Q And when did she stop working for you at</p> <p>6 Quintec Integration?</p> <p>7 <b>A I'm not sure.</b></p> <p>8 Q Do you recall how long she worked for you at</p> <p>9 Quintec Integration?</p> <p>10 <b>A Also not sure.</b></p> <p>11 Q You don't recall her position with Quintec</p> <p>12 Integration?</p> <p>13 <b>A I did not say that.</b></p> <p>14 Q What was her position with Quintec</p> <p>15 Integration?</p> <p>16 <b>A Accounting.</b></p> <p>17 Q Accounting, such as?</p> <p>18 <b>A Every day daily accounting work.</b></p> <p>19 Q And just to inform us as to what daily</p> <p>20 accounting work is at Quintec Integration, what is</p> <p>21 that?</p> <p>22 <b>A Accounts receivable, accounts payable.</b></p> <p>23 Q I see.</p> <p>24 <b>A Regular accounting work.</b></p> <p>25 Q Thank you. Have you ever been charged with or</p>	<p>1 Q And did you file this lawsuit as a Plaintiff?</p> <p>2 <b>A Yes.</b></p> <p>3 Q Okay. So let's go to Exhibit 2 now. This</p> <p>4 document has been marked as Exhibit 2.</p> <p>5 MR. BENNION: If you could scroll down to the</p> <p>6 next page, Daniel.</p> <p>7 BY MR. BENNION:</p> <p>8 Q Have you seen this document before,</p> <p>9 Mr. Deppoleto?</p> <p>10 <b>A I have not.</b></p> <p>11 Q This is Plaintiff's First Amended Verified</p> <p>12 Complaint.</p> <p>13 MR. BENNION: And if you can scroll up,</p> <p>14 Daniel, just for a moment, up higher in the page.</p> <p>15 BY MR. BENNION:</p> <p>16 Q That was filed August 30, 2023.</p> <p>17 Do you see that, Mr. Deppoleto?</p> <p>18 <b>A I see that filed, yes.</b></p> <p>19 Q And you've never seen this document before,</p> <p>20 Plaintiff's First Amended Verified Complaint, which</p> <p>21 lists you as the Plaintiff?</p> <p>22 <b>A I don't recall it.</b></p> <p>23 Q Okay.</p> <p>24 MR. BENNION: Let's go to the last page of the</p> <p>25 document, Daniel. So pull that up.</p>
<p>1 convicted of a felony?</p> <p>2 <b>A No.</b></p> <p>3 Q I'd like to pull up Exhibit 1 to the Notice of</p> <p>4 Deposition. It's been marked as Exhibit 1.</p> <p>5 MR. HARVEY: Hold on one second, Counsel. I'm</p> <p>6 trying to make sure we can see it. Counsel or whoever</p> <p>7 is controlling it, can you zoom in a little bit? We</p> <p>8 can see it, but not well at all.</p> <p>9 EXHIBIT TECH: I'll wait for your instruction</p> <p>10 to do the scrolling when you need me to.</p> <p>11 MR. HARVEY: What is the question?</p> <p>12 MR. BENNION: If you can scroll down, Daniel,</p> <p>13 on Exhibit 1, Notice of Taking Zoom Deposition of James</p> <p>14 V. Deppoleto Jr. It has today's date listed.</p> <p>15 BY MR. BENNION:</p> <p>16 Q Have you seen this document before today,</p> <p>17 Mr. Deppoleto?</p> <p>18 <b>A I have not.</b></p> <p>19 MR. BENNION: I'd like to scroll down further</p> <p>20 or farther, Daniel. Thank you.</p> <p>21 BY MR. BENNION:</p> <p>22 Q Is it your understanding, Mr. Deppoleto, that</p> <p>23 today is the day, December 5, 2024, that your</p> <p>24 deposition is to be taken in the case referenced above?</p> <p>25 <b>A That is my understanding.</b></p>	<p>1 BY MR. BENNION:</p> <p>2 Q This is page 28 of 28 of the First Amended</p> <p>3 Verified Complaint.</p> <p>4 Do you see that verification page,</p> <p>5 Mr. Deppoleto?</p> <p>6 <b>A I do.</b></p> <p>7 Q And is that your signature at the bottom via</p> <p>8 Docusign?</p> <p>9 <b>A It appears so.</b></p> <p>10 Q And you authorized the verification Docusign</p> <p>11 for your name verifying that you certify: I verily</p> <p>12 believe the same to be true as set forth in the First</p> <p>13 Amended Verified Complaint?</p> <p>14 <b>A What was the question?</b></p> <p>15 Q This is the verification page, page 28 of</p> <p>16 Exhibit 2, which is the First Amended Verified</p> <p>17 Complaint; correct?</p> <p>18 <b>A It appears so, sure.</b></p> <p>19 Q So take a moment to read the verification</p> <p>20 paragraph above your signature.</p> <p>21 <b>A And?</b></p> <p>22 Q You've read that?</p> <p>23 <b>A Correct.</b></p> <p>24 Q And that's your authorized signature below</p> <p>25 dated August 30, 2023?</p>





1 **A It appears so.**  
2 Q You don't recall signing this or authorizing  
3 it to be signed?  
4 **A It's August 30, 2023. I do not specifically**  
5 **recall that, no.**  
6 Q Did you authorize your attorneys to file the  
7 lawsuit, which is set forth here in the First Amended  
8 Verified Complaint?  
9 **A Yes.**  
10 Q Okay. Let's move on.  
11 When did you first meet the Defendants you've  
12 sued in this case, the individual Defendants: Toby  
13 McBride, Joe Pavlik, Mike Holley and Tom Zarro? I  
14 realize that's compound, but to try and streamline the  
15 questioning, are you familiar with Toby McBride, Joe  
16 Pavlik, Mike Holley and Tom Zarro?  
17 **A Yes.**  
18 Q And who was the first of those four whom you  
19 met?  
20 **A I don't recall who was the first. I believe**  
21 **it was all at the same time.**  
22 Q And where and when did you meet them?  
23 **A I believe it was at a PFL event, I believe.**  
24 Q PFL, meaning Professional Fighters League  
25 event?

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1 **A Correct.**  
2 Q What is the Professional Fighters League?  
3 **A A professional fighters league.**  
4 Q Okay.  
5 **A What is your question?**  
6 Q Your understanding of the Professional  
7 Fighters League?  
8 **A Professional fighters league. That's my**  
9 **understanding.**  
10 Q Sure. So you indicated that you met these  
11 four gentleman at a Professional Fighters League event?  
12 **A Three of them, I believe.**  
13 Q And which three?  
14 **A I believe it was Toby McBride, Joe Pavlik and**  
15 **Jason Tucker.**  
16 Q So it wasn't Mike Holley or Tom Zarro at that  
17 time?  
18 **A Not at that time.**  
19 Q And how did you come to meet them?  
20 **A I don't understand the question.**  
21 Q Did somebody introduce you to them?  
22 **A I don't understand the question.**  
23 Q Let's take Toby McBride. How did you come to  
24 meet Toby McBride?  
25 **A At a PFL event.**

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1 Q And you just ran into him?  
2 **A Incorrect.**  
3 Q Please explain how you met him.  
4 **A I met him at a PFL event.**  
5 Q I understand that. I'm asking for the  
6 specifics. Was it at a dinner? Was it at the event?  
7 Where was it at the event?  
8 **A It was at the event. At the hotel of the**  
9 **event or wherever they were hosting the hotel stay.**  
10 Q And who's hosting the hotel stay?  
11 **A Don't know. PFL, I imagine. Don't know.**  
12 Q So you don't know if Toby McBride or Joe  
13 Pavlik or Jason Tucker were hosting that event?  
14 **A It was my understanding that they hosted it,**  
15 **but I don't know for sure.**  
16 Q And when you say they, is that them  
17 individually or as part of a company?  
18 **A They as whatever company they were with, yes.**  
19 Q Those three individuals, Toby McBride, Joe  
20 Pavlik and Jason Taylor, were members of one company;  
21 is that your testimony?  
22 **A Jason Tucker. Yes, I believe so. I don't**  
23 **know for a fact, but I believe so.**  
24 Q What was Jason Tucker's position with Takeover  
25 Industries when you met him?

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1 **A I don't recall.**  
2 Q Do you recall what Joe Pavlik's position with  
3 Takeover Industries was when you met him?  
4 **A I don't recall.**  
5 Q Would your answer be the same for Toby  
6 McBride?  
7 **A Correct. I believe all three to be principals**  
8 **of this company.**  
9 Q Principals in what form?  
10 **A At one point I believe we all held a president**  
11 **title or a CEO title -- or I don't know. I don't know**  
12 **specifically what their titles were.**  
13 Q Who did you attend the Professional Fighters  
14 League event with in Dallas when you met these  
15 individuals?  
16 **A My father, I believe.**  
17 Q And what's your father's name?  
18 **A James Deppoleto Sr.**  
19 Q Makes sense. Do you know Anthony Pettis?  
20 **A He's my cousin.**  
21 Q And was Anthony Pettis the one, your cousin,  
22 that introduced you to Toby McBride, Joe Pavlik and  
23 Jason Tucker?  
24 **A He introduced me to the opportunity.**  
25 Q What does that mean?

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1 **A The business opportunity that we're talking**  
2 **about. He introduced me to that. We initially came in**  
3 **as investors, I guess, on the front end.**  
4 Q Did you say he initially came in as an  
5 investor on the front end?  
6 **A I did not say that.**  
7 Q Well, then can you please restate what you  
8 said with respect to investor on the front end?  
9 **A I said I believe we were involved with that as**  
10 **investors on the front end. Whatever date that was,**  
11 **November, December, whenever we invested initially,**  
12 **that was the start of it.**  
13 Q Do you recall when the event was at  
14 Professional Fighters League in Dallas?  
15 **A I do not.**  
16 Q Could that have been April of 2022?  
17 **A I don't know.**  
18 Q Do you recall who fought there when you met  
19 these gentleman?  
20 **A My cousin was really the only fight I was**  
21 **interested in.**  
22 Q Would that be Anthony Pettis?  
23 **A Correct.**  
24 Q You indicated just a moment ago that -- did  
25 this meeting lead to your investment as you describe on Page 21

1 the front end with Takeover Industries?  
2 **A I don't recall.**  
3 Q What investment was made on the front end, as  
4 you describe?  
5 **A I believe I invested 500,000 and Anthony**  
6 **invested 250,000 and another friend of ours invested**  
7 **another 250,000.**  
8 Q Do you recall who the other friend of yours  
9 was?  
10 **A Josh Rapkin.**  
11 Q How do you spell Rapkin?  
12 **A R-A-P-K-I-N.**  
13 Q Thank you. And how do you know Mr. Rapkin?  
14 **A It's my cousin's friend.**  
15 Q Anthony Pettis's friend?  
16 **A Correct.**  
17 Q What did you do to investigate Takeover  
18 Industries prior to investing with Takeover?  
19 **A What did I do? I don't understand your**  
20 **question.**  
21 Q Did you investigate the company at all other  
22 than meeting with Mr. McBride, Mr. Pavlik and  
23 Mr. Tucker, prior to investing \$500,000 in Takeover?  
24 **A We reviewed the documentation I think that**  
25 **they sent us.** Page 22

1 Q And when you say we, who is we?  
2 **A Anthony Pettis, Josh Rapkin and myself.**  
3 Q Do Anthony Pettis and Josh Rapkin work with  
4 you at your company?  
5 **A They do not.**  
6 Q Is Mr. Pettis still a fighter in the  
7 Professional Fighters League?  
8 **A I don't believe so.**  
9 Q Have you spoke with either Mr. Rapkin or  
10 Mr. Pettis regarding this lawsuit?  
11 **A I have not.**  
12 Q When was the last time you spoke with either  
13 one of them?  
14 **A I had dinner with my cousin two weeks ago.**  
15 Q Does Mr. Pettis live in the Milwaukee area as  
16 well?  
17 **A He does not.**  
18 Q Where does he live?  
19 **A Las Vegas.**  
20 Q Good deal. So your testimony is you did  
21 nothing other than review documents that were provided  
22 to you by Takeover Industries before investing the  
23 initial \$500,000 in Takeover; is that correct?  
24 **A No. My testimony was that we reviewed the**  
25 **documents that they sent.** Page 23

1 Q When you say they, who do you mean?  
2 **A Whoever was in charge there. So I don't**  
3 **remember if it was Tucker, McBride, Pavlik, not sure.**  
4 Q Did you ever meet with Jason Tucker in Puerto  
5 Vallarta, Mexico in or about the spring of 2022?  
6 **A I'm not sure of the date.**  
7 Q Did you meet with Jason Tucker in Puerto  
8 Vallarta, Mexico at any time?  
9 **A I met with Jason in Mexico, yes.**  
10 Q Was that before or after you invested in  
11 Takeover Industries?  
12 **A Before, I believe.**  
13 Q Do you recall when you first invested in  
14 Takeover Industries?  
15 **A I do not. No. No.**  
16 Q You met with Mr. Tucker at the event,  
17 Professional Fighters League event, in April 2022 and  
18 then you met with him subsequently before you invested  
19 in Takeover Industries; correct?  
20 **A I cannot recall the timing of those meetings.**  
21 Q But you met with him twice; would that be fair  
22 to say?  
23 **A Well, I met with all three of them once and**  
24 **then Tucker, yes, I met there to look him in the eye,**  
25 **look him in the face over this deal.** Page 24



<p>1 Q What was Mr. Tucker's position with Takeover  2 Industries at the time of your second meeting, which  3 would have been in Puerto Vallarta, Mexico?  4 <b>A I'm not sure.</b>  5 Q Did he represent himself to you as holding a  6 certain position with Takeover Industries at that  7 second meeting in Mexico?  8 <b>A He did not represent himself any way.</b>  9 Q What did he say to you at that meeting?  10 <b>A I don't really recall. I think we talked</b>  11 <b>vaguely about some business stuff and potential of the</b>  12 <b>business. That's about it. Kind of a fact-finding, I</b>  13 <b>guess, if you will.</b>  14 Q And what did Mr. Tucker tell you in response  15 to your fact-finding investigation of the nature of  16 Takeover's business?  17 <b>A It was a very fluffy conversation similar to</b>  18 <b>the ones that they all have. They all have very fluffy</b>  19 <b>flowery words, not a lot of substance, so it was tough</b>  20 <b>to get a good conversation in.</b>  21 Q And you're talking about Toby McBride, Joe  22 Pavlik and Jason Tucker; is that correct?  23 <b>A Yes. They consistently pitched the dream.</b>  24 Q And what was your understanding on the nature  25 of Takeover Industries' business when you first</p> <p style="text-align: right;">Page 25</p>	<p>1 <b>A I don't recall. I don't believe so, but I</b>  2 <b>don't recall.</b>  3 Q What led you to invest \$500,000 with Takeover  4 Industries initially in the spring of 2022?  5 <b>A I'm sorry. Repeat that.</b>  6 Q What led you to invest \$500,000 in Takeover  7 Industries in the spring of 2022?  8 <b>A I don't believe that was the date. I'm not</b>  9 <b>sure on that date.</b>  10 Q What's your recollection?  11 MR. HARVEY: Counsel, I don't want to be  12 convoluting things here. It's obviously your  13 deposition, I'm just trying to speed things along. I  14 think the term investment, are you distinguishing  15 between investment meaning when he bought shares or  16 investment when he loaned money? I think you guys are  17 talking past each other a little bit. Again, your  18 deposition. You ask questions that you want, I'm just  19 trying to speed it along.  20 MR. BENNION: I'll tell you what I'll do,  21 Patrick, I'll pull up the Convertible Note Purchase  22 Agreement. So let's go to Exhibit 3.  23 THE WITNESS: So you understand you're talking  24 about two different things; right?  25 BY MR. BENNION:</p> <p style="text-align: right;">Page 27</p>
<p>1 invested the \$500,000 in Takeover?  2 <b>A I believe it was up-and-coming hydrogen water</b>  3 <b>and other drink type products.</b>  4 Q Such as gamer shots?  5 <b>A I don't know if that was -- I don't know when</b>  6 <b>that came about.</b>  7 Q Are you familiar with the term gamer shot?  8 <b>A I don't know what the term they use for their</b>  9 <b>shot, but they had some shot that was geared towards</b>  10 <b>gaming.</b>  11 Q And what was your understanding of Joe  12 Pavlik's role with the company with respect to the  13 energy drink and/or gamer shot?  14 <b>A Again, they all kind of -- at one point they</b>  15 <b>represented themselves as president. I wasn't clear on</b>  16 <b>any of their titles, to be honest.</b>  17 Q So you weren't aware Joe Pavlik was the chief  18 science officer at Takeover Industries when you --  19 <b>A I don't recall that title.</b>  20 Q Did Joe Pavlik speak to you about the content  21 of the energy drink and/or gamer shot?  22 <b>A I do not recall.</b>  23 Q Did anyone, either Jason Tucker or Toby  24 McBride, ask you about -- or tell you, explain for you,  25 the contents, recipe of these products?</p> <p style="text-align: right;">Page 26</p>	<p>1 Q What we do here, Mr. Deppoleto, is I ask you  2 questions. That's what a deposition is. Just so you  3 know the process. Do you need to know more explanation  4 about the nature of a deposition before we proceed?  5 <b>A No. I'm good.</b>  6 Q Okay. I ask the questions. Your counsel can  7 object. And then you answer. Understood?  8 <b>A Yep.</b>  9 Q Okay. Thank you.  10 Let's go to -- this is Exhibit No. 3, if you  11 go down to the bottom of the page. This is the  12 Convertible Note Purchase Agreement. It's marked as  13 Exhibit 3 to this deposition. Take a moment to review  14 it. It's a lengthy document. I'm not going to ask you  15 to review the entire document. Take a moment to review  16 the top three paragraphs.  17 <b>A Okay.</b>  18 Q Are you familiar with this document?  19 <b>A Yes.</b>  20 Q You've seen it before?  21 <b>A Yes.</b>  22 Q And it's dated May 25, 2022. I'll just speed  23 this up and read it: This Convertible Note Purchase  24 Agreement, this Agreement, dated as of May 25, 2022,  25 effective date is entered into among Takeover</p> <p style="text-align: right;">Page 28</p>



<p>1 Industries, a Nevada corporation, James V. Deppoleto 2 Jr, an individual purchaser for the limited purposes 3 provided in Sections 4 and 8.5, Labor Smart, Inc., a 4 Nevada corporation and majority shareholder of the 5 company. 6 And then if we skip down to paragraph No. 1, 7 it says: Purchase and Sale: In exchange for \$500,000 8 the consideration paid by purchaser, the company shall 9 sell and issue to purchaser a secured convertible 10 promissory note in the form attached hereto as Exhibit 11 A. The note will have a principal balance in the 12 amount of the consideration. 13 Did I read that correctly? 14 <b>A It appears so.</b> 15 Q Thank you. So let's go to, I believe it's not 16 going to be the last page. It's going to be page 20 17 and 21. 18 Do you see these signature lines here, 19 Mr. Deppoleto? 20 <b>A Yes.</b> 21 Q We'll go to the next page. So Mr. Deppoleto, 22 do you see the signature lines for Jason Tucker, 23 President of Takeover Industries and Michael Costello, 24 Chief Executive Officer of Takeover Industries? 25 MR. HARVEY: Counsel, we're not on that page</p> <p style="text-align: right;">Page 29</p>	<p>1 Note Purchase Agreement, identified in this deposition 2 as Exhibit 3? 3 <b>A It appears so, yes.</b> 4 Q And it's your testimony that you paid \$500,000 5 on or about May 25, 2022, to Takeover Industries as 6 part of this agreement? 7 <b>A Yes.</b> 8 Q Did you speak -- let's go back. 9 So after the meeting with Mr. McBride and 10 Mr. Pavlik and Mr. Tucker in April of 2022, at the 11 Dallas -- we'll call it PFL event, meaning Professional 12 Fighters League; correct? 13 <b>A I'm not sure of the question.</b> 14 Q Would you agree with the acronym PFL for 15 Professional Fighters League? 16 <b>A Yes.</b> 17 Q Okay. Did you speak with Toby McBride or Joe 18 Pavlik after that event prior to signing the 19 Convertible Note Purchase Agreement May 25, 2022? 20 <b>A I don't recall.</b> 21 Q When did you first meet Michael Costello? 22 <b>A I don't recall that either.</b> 23 Q When was the last time you spoke with Michael 24 Costello? 25 <b>A I don't recall that either.</b></p> <p style="text-align: right;">Page 31</p>
<p>1 on our screen. 2 MR. BENNION: I apologize. There we have it. 3 BY MR. BENNION: 4 Q Do you see those signatures, Mr. Deppoleto? 5 <b>A I see them.</b> 6 Q And were these the two individuals that you 7 negotiated with when you entered into the convertible 8 note purchase agreement May 25, 2022? 9 MR. HARVEY: Objection. Vague. Also 10 compound. 11 Go ahead. 12 THE WITNESS: I believe Tucker was the 13 representation, I believe. 14 BY MR. BENNION: 15 Q Did you speak with Michael Costello about your 16 signing of the Convertible Note Purchase Agreement, 17 which is identified as Exhibit 3, prior to your signing 18 of the document? 19 <b>A I did not.</b> 20 Q Have you ever met Michael Costello? 21 <b>A I have.</b> 22 Q When did you meet him? 23 <b>A I cannot recall.</b> 24 Q Let's go to the next page. And is that your 25 authorized signature as a purchaser on this Convertible</p> <p style="text-align: right;">Page 30</p>	<p>1 Q What is your understanding of Mr. Costello's 2 role with Takeover Industries? 3 MR. HARVEY: I'll just object as vague as to 4 time. 5 Go ahead. 6 THE WITNESS: I believe he was sales capacity, 7 also CEO. I'm not sure, but more on the sales 8 capacity. 9 BY MR. BENNION: 10 Q In sales capacity, we'll take May 25, 2022 as 11 the time period, what was your understanding of 12 Mr. Costello's role as a salesperson for Takeover 13 Industries? 14 <b>A I don't have any understanding of that role 15 other than that he was in sales.</b> 16 Q Did he do sales for the gamer shot or for the 17 energy drink? 18 <b>A I don't know that for sure.</b> 19 Q Okay. Let's move on for a second. We'll come 20 back to Exhibit 3 momentarily. 21 Let's go to Exhibit 4. This is the Secured 22 Convertible Promissory Note dated May 25, 2022. It 23 says \$500,000. Take a moment to read the first 24 paragraph. I won't read it to you. 25 <b>A Okay.</b></p> <p style="text-align: right;">Page 32</p>



<p>1 Q Are you familiar with this document? Have you 2 seen it before? 3 <b>A I believe so, yes.</b> 4 Q Let's go to the last page. Are you familiar 5 with that signature that is above the line that says: 6 Print Name: Jason Tucker? 7 <b>A I wouldn't say I'm familiar with the</b> 8 <b>signature, but it looks like Jason Tucker's signature,</b> 9 <b>yes.</b> 10 Q Okay. Let's go down further, please, or 11 farther. 12 EXHIBIT TECH: This is the last page, Counsel, 13 so I'm sorry. Did you need to go back? It's a 14 three-page document. 15 MR. BENNION: Let me double-check. 16 BY MR. BENNION: 17 Q Okay. Mr. Deppoleto, you've seen this 18 document before? 19 <b>A I believe so.</b> 20 Q Let's go to Exhibit 4 -- or that's Exhibit 4. 21 Let's go to Exhibit 5. 22 Exhibit 5 is the First Amendment to 23 Convertible Note Purchase Agreement and it's made and 24 entered into as of July 6, 2022. 25 Do you see that at the bottom of the first</p> <p style="text-align: right;">Page 33</p>	<p>1 Q How was it that you came to invest or to pay 2 another \$500,000 to Takeover Industries for operating 3 expenses? 4 <b>A I'm sorry. What is the question?</b> 5 Q Here you are paying another \$5,000 to Takeover 6 Industries, is that correct, as of -- 7 <b>A Not correct. \$500,000.</b> 8 Q For operating expenses; is that correct? 9 <b>A It says that on the agreement, yes. And that</b> 10 <b>was our second note for \$500,000. This was a grouping</b> 11 <b>for 2 million. This was the second note that came</b> 12 <b>through.</b> 13 Q When you say grouping of 2 million, what do 14 you mean? 15 <b>A The investment was for 2 million. It came in</b> 16 <b>four different tranches of 500,000 apiece.</b> 17 MR. BENNION: Can you all see me? I just lost 18 you off the screen. 19 THE WITNESS: We see you. 20 MR. HARVEY: I see you. 21 MR. BENNION: I can't see any of you. 22 (Discussion held off the record.) 23 BY MR. BENNION: 24 Q Okay. Let's go down to pages 4 and 5 of 25 Exhibit 5.</p> <p style="text-align: right;">Page 35</p>
<p>1 paragraph, Mr. Deppoleto? 2 <b>A Yes.</b> 3 Q Do you recall entering into a First Amendment 4 to Convertible Note Purchase Agreement that's reflected 5 in Exhibit 5? 6 <b>A I don't specifically recall.</b> 7 Q Do you recall -- if you look at the second 8 paragraph under Recitals: Whereas, the purchaser 9 desires to provide additional capital to the company 10 for operating expenses in the amount of \$500,000, the 11 additional note consideration. 12 Does that sound familiar? 13 <b>A Actually, the sentence below that, the second</b> 14 <b>note, that makes it more familiar.</b> 15 Q The Whereas paragraph below that? 16 <b>A Correct. If this is the second note, then</b> 17 <b>yes. I remember giving them a second note for</b> 18 <b>\$500,000, yes.</b> 19 Q On or about July 6, 2022; is that correct? 20 <b>A I don't recall the date.</b> 21 Q Let's go back to the top of the document. The 22 date of the document, July 6, 2022, do you see that? 23 <b>A Yes.</b> 24 Q Does that refresh your recollection? 25 <b>A It does not.</b></p> <p style="text-align: right;">Page 34</p>	<p>1 Do you see that page 4, Mr. Deppoleto? 2 <b>A Yes.</b> 3 Q Okay. Once again, it's signed Takeover 4 Industries, Jason Tucker, President. 5 Do you see that? 6 <b>A I do.</b> 7 Q And then Labor Smart, Inc, Michael Costello, 8 Chief Executive Officer. 9 Do you see that as well? 10 <b>A I do.</b> 11 Q What is Labor Smart, Inc? 12 MR. HARVEY: Objection. Foundation. 13 Go ahead. 14 THE WITNESS: I'm not sure how to answer that. 15 And I don't know how that would be categorized. 16 BY MR. BENNION: 17 Q Are you familiar with Labor Smart, Inc., that 18 company? 19 <b>A Yes.</b> 20 Q How so? 21 <b>A Just that it was part of this deal here. It</b> 22 <b>was commingled with Takeover, I believe.</b> 23 Q Was their vehicle for stock trading, perhaps? 24 <b>A (No audible answer.)</b> 25 Q And once again, it's your understanding that</p> <p style="text-align: right;">Page 36</p>





<p>1 Michael Costello's role at Labor Smart was as a 2 salesman? 3 MR. HARVEY: Objection. Misstates previous 4 testimony. 5 THE WITNESS: I'm not sure what his title was. 6 BY MR. BENNION: 7 Q It says here chief executive officer; correct? 8 <b>A It does.</b> 9 Q Okay. Let's go to the next page. 10 Is that your authorized signature, the 11 Docusign document by James V. Deppoleto Jr.? 12 <b>A It appears so, yes.</b> 13 Q Do you recall signing this document or 14 authorizing the Docusigning of this document? 15 <b>A I remember authorizing a second note, yes.</b> 16 Q Is that your email address below the signature 17 line at the bottom? 18 <b>A Yes.</b> 19 Q Is that your current email address? 20 <b>A Yes.</b> 21 Q So while we're here, quintecconveyor.com, do 22 you operate solely in the State of Wisconsin? 23 <b>A How do you mean?</b> 24 Q In your business. You're president of -- 25 what's the name of the company? I can go back to it</p>	<p>1 investment. Same thing with the deposition, I assumed 2 you were referring to the deposition here. But I've 3 been deposed before. I'm not sure if I've answered 4 that, that I've been deposed before in a different 5 case, but years ago. 6 BY MR. BENNION: 7 Q I'll ask you some more about that. Thank you. 8 <b>A Okay.</b> 9 Q Mr. Deppoleto, you just stated that you were 10 deposed previously, meaning before this case in another 11 case; is that correct? 12 <b>A Correct.</b> 13 Q And what was the nature of that lawsuit? 14 <b>A 27 years ago, I believe, it was a non-compete 15 of some sort.</b> 16 Q Involving which company that you worked for? 17 <b>A Babush Corporation.</b> 18 Q And what was your role at Babush Corporation? 19 <b>A Sales.</b> 20 Q And what was the nature of the business that 21 Babush Corporation was involved in? 22 <b>A Material handling equipment.</b> 23 Q How do you spell Babush? 24 <b>A B-A-B-U-S-H. They're out of business.</b> 25 Q Did you have an ownership interest in that</p>
<p>1 and find it. You spoke of it earlier. 2 <b>A Quintec.</b> 3 Q What's the full name? 4 <b>A Quintec Integration, Inc.</b> 5 Q Now, does Quintec Integration, Inc. -- and for 6 ease and reference we'll just call it Quintec now -- 7 does it operate solely in Wisconsin? 8 <b>A What does that mean?</b> 9 Q Do you do business only in the State of 10 Wisconsin? 11 <b>A No.</b> 12 Q What states do you do business in -- 13 <b>A 45 out of the 50 states.</b> 14 Q So for example, you do business in Nevada, 15 perhaps? 16 <b>A I'm not sure if we've done any business in 17 Nevada, but perhaps.</b> 18 MR. BENNION: Okay. Let's take a five-minute 19 break right now. Is that all right, Counsel? 20 MR. HARVEY: Sure. 21 (Recess taken.) 22 THE WITNESS: Mr. Bennion, we wanted to 23 clarify that you asked about a deposition I think when 24 we were missing each other on targets for -- you were 25 talking about the notes, I was talking about the</p>	<p>1 business? 2 <b>A I did not.</b> 3 Q And you haven't been deposed other than in 4 this case or in the Babush case? 5 <b>A Yeah. I believe that's it.</b> 6 Q Let's go to -- well, did you attend an event 7 in June of 2022 in Atlanta, a PFL event? 8 <b>A I went to see my cousin fight again, yes.</b> 9 Q Mr. Pettis? 10 <b>A Yes.</b> 11 Q I see. And did you meet with Jason Tucker at 12 that event? 13 <b>A I believe he might have been there. I'm not 14 sure who of the group was there. Maybe McBride and 15 maybe Pavlik. I'm not sure.</b> 16 Q Tucker was there? 17 <b>A Yes.</b> 18 Q And you met with Jason Tucker before that 19 event? 20 <b>A During that event.</b> 21 Q When you say during, what does that mean? 22 <b>A Sitting in the seats watching the fight.</b> 23 Q So you didn't meet with Jason Tucker prior to 24 the fight? 25 <b>A I don't believe so, no.</b></p>



1 Q Did you meet with a rapper by the name of  
2 T-Pain at that time in Atlanta with Mr. Tucker?  
3 **A I don't recall.**  
4 Q Do you know who T-Pain is?  
5 **A I do, yes.**  
6 Q What was the nature of his involvement with  
7 Takeover Industries?  
8 **A They were using his image in one of their**  
9 **shots, I think.**  
10 Q On an energy drink or --  
11 **A Whatever their little shot -- I believe it was**  
12 **energy, yes.**  
13 Q So it wasn't a gamer shot, it was an energy  
14 drink?  
15 **A I believe that's what it is. It's an energy**  
16 **drink or an energy shot.**  
17 Q Was that meeting attended by you and  
18 Mr. Tucker with T-Pain, were Toby McBride or Joe Pavlik  
19 there?  
20 **A Again, I don't recall the meeting and I**  
21 **wouldn't recall if Joe or McBride were there.**  
22 Q So you don't recall meeting with T-Pain in  
23 June of 2022 at the PFL event in Atlanta, Georgia?  
24 **A I don't. I've seen him on multiple occasions.**  
25 **I don't recall for that, though.**

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1 Q You don't recall when you met T-Pain?  
2 **A Correct.**  
3 Q Do you recall when you first met T-Pain?  
4 **A I do not.**  
5 Q Could it have been at the June 2022 PFL event  
6 in Atlanta?  
7 **A It was not at that event.**  
8 Q T-Pain was not at that event?  
9 **A I don't believe so.**  
10 MR. HARVEY: I'm sorry I think you guys -- do  
11 you mind asking that question again? I think he didn't  
12 hear you. I think he gave an answer that was not  
13 answering your question. Sorry.  
14 BY MR. BENNION:  
15 Q I simply asked: You testified that T-Pain was  
16 not at the PFL event in Atlanta in 2022; is that  
17 correct?  
18 **A I believe he was not.**  
19 Q Did you meet with T-Pain in 2022 with Jason  
20 Tucker at T-Pain's offices in Atlanta?  
21 **A We met with him. I don't remember the date or**  
22 **time, no.**  
23 Q You don't remember if you met with T-Pain and  
24 Jason Tucker at T-Pain's offices in June of 2022 in  
25 Atlanta?

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1 **A We met at his office. I don't remember when.**  
2 Q Have you met with T-Pain more than one time at  
3 his office in Atlanta?  
4 **A No.**  
5 Q What was the purpose of your meeting when you  
6 and Jason Tucker met with T-Pain in Atlanta at his  
7 office?  
8 **A I was there observing. It was just a chance**  
9 **to meet T-Pain and they were talking, I think, about**  
10 **the energy shot. I'm not sure.**  
11 Q Was there a reason why it was important to  
12 meet with T-Pain about the energy shot?  
13 **A I don't know what -- Mr. Tucker's agenda, I**  
14 **just tagged along.**  
15 Q And Mr. Tucker's position at the time with  
16 Takeover Industries was president?  
17 **A I don't recall. Again, like I said, I saw**  
18 **that moniker around on all of their titles at one**  
19 **point.**  
20 Q Were you ever a member of the Board of  
21 Directors for Takeover Industries?  
22 **A I was not.**  
23 Q Did you ever ask to be a member of the  
24 Takeover Board of Directors?  
25 **A I did not and my attorneys did not allow that**

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1 **as well. That was one of the stipulations we were not**  
2 **going to do right from the start. In fact, they**  
3 **prematurely listed me as a member or listed me as a**  
4 **member and my attorney sent cease and desist letters.**  
5 **I was not supposed to be there.**  
6 Q Who do you say listed you as member of the  
7 Board of Directors?  
8 **A Whoever from that company listed -- put a post**  
9 **out there that was not accurate.**  
10 Q What was the nature of the post?  
11 **A I believe listing -- trying to list me as a**  
12 **Board member of some sort that was just not accurate.**  
13 Q Are you familiar with the name Mike  
14 Tzanetatos?  
15 **A Mike T maybe?**  
16 Q That would be better.  
17 **A I think that's his name Tiz. I don't know his**  
18 **last name, but T-I-Z.**  
19 Q Let's go to Exhibit 10. Take a minute to  
20 review this invoice.  
21 **A Okay.**  
22 Q Are you familiar with it?  
23 MR. HARVEY: What number was this?  
24 MR. BENNION: I believe it's Exhibit 10.  
25 MR. HARVEY: Okay. Thank you.

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<p>1 MR. BENNION: Let me know when everybody is  2 there.  3 THE WITNESS: I've never seen that invoice.  4 BY MR. BENNION:  5 Q Let's go back to the body of it. Thank you.  6 Now, it says ATTN in the first rectangle box,  7 Michael Tzanetatos?  8 <b>A Mike T is what I'm familiar with, yes.</b>  9 Q Is this the Mike T that you're referring to?  10 <b>A I don't think that's the right spelling of his</b>  11 <b>name, but I'm going to say probably.</b>  12 Q I'm not sure, I believe that's a Greek name.  13 I'd like to refer to him as Mike T for accuracy.  14 Who is Mike T?  15 <b>A Again, sales capacity, but maybe something</b>  16 <b>with product, the trucking, I'm not sure. I'm not</b>  17 <b>exactly sure of Mike's position.</b>  18 Q You see how it says Family Dollar, are you  19 familiar with Takeover Industries' involvement with a  20 deal, contract with Family Dollar?  21 MR. HARVEY: Objection. Vague and compound.  22 Go ahead.  23 THE WITNESS: I'm not personally aware of  24 that, no.  25 BY MR. BENNION:</p>	<p>1 <b>A An investor. I would call on my investment</b>  2 <b>and I guess would get whatever token these guys were</b>  3 <b>throwing out.</b>  4 Q You testified earlier that there was four  5 tranches, I believe you used that term, of \$500,000  6 each that you contributed to Takeover; is that correct?  7 <b>A I believe there was three and then the last</b>  8 <b>one was payment direct to the vendor.</b>  9 Q Which vendor?  10 <b>A Great Northern.</b>  11 Q What was the purpose of that?  12 <b>A They were making scans for their energy</b>  13 <b>drinks, I believe.</b>  14 Q So let's go back to Exhibit 10, which is in  15 front of us. Under the description it says: Slotting  16 fees T-Pain energy drink. You testified earlier that  17 you met with T-Pain on at least one occasion prior to  18 the date of this invoice, November 2, 2022; is that  19 correct?  20 <b>A I did not testify to that.</b>  21 Q It's your testimony that you had not met with  22 T-Pain before November 2, 2022?  23 <b>A I don't know the correlation of the date so</b>  24 <b>that's what I'm not sure of.</b>  25 Q But you testified that you did meet with</p>
<p>1 Q Do you have any awareness of Takeover  2 Industries doing business or attempting to do business  3 with Family Dollar?  4 MR. HARVEY: Same objections.  5 Go ahead.  6 THE WITNESS: Attempting to do business? I  7 believe they're attempting to do business, yes.  8 BY MR. BENNION:  9 Q And how so was Takeover Industries attempting  10 to do business with Family Dollar?  11 <b>A I don't know. I'm not involved. I wasn't</b>  12 <b>involved in their day-to-day. I just was aware that</b>  13 <b>this was a potential.</b>  14 Q What was your involvement day to day with  15 Takeover Industries after signing the Convertible Note  16 Purchase Agreement, the First Amendment to the  17 Convertible Note Purchase Agreement and the Second  18 Amendment to the Convertible Note Purchase Agreement,  19 at which time \$500,000 was paid to Takeover?  20 MR. HARVEY: Objection. Compound and vague.  21 Go ahead.  22 THE WITNESS: I had no day-to-day activities.  23 BY MR. BENNION:  24 Q So what was your involvement when you  25 contributed this money to Takeover? Did you simply --</p>	<p>1 T-Pain at his office in Atlanta; correct?  2 <b>A I met with him once, according to what you</b>  3 <b>said, yes. One time, yes.</b>  4 Q And you don't know whether it was before or  5 after --  6 <b>A I don't recall. I don't recall the timing of</b>  7 <b>this. I never saw this invoice.</b>  8 Q If you can just allow me to finish the  9 question before you answer, Mr. Deppoleto, that will be  10 easier.  11 Do you know what a slotting fee is?  12 <b>A I do not.</b>  13 Q It says here: Slotting fees T-Pain energy  14 shot, then down below a slotting allowance, a total of  15 \$3,047,200.  16 Do you see that?  17 <b>A Sure.</b>  18 Q Were you aware in or about November of 2022  19 that Takeover Industries had received this Family  20 Dollar vendor funding invoice?  21 <b>A I'm not aware of their invoices.</b>  22 Q Had you spoken to Mike T with regard to Family  23 Dollar?  24 <b>A I did not.</b>  25 Q Have you spoken to Mike Costello with regard</p>





1 to Family Dollar?  
2 **A Possibly vague generalities with him.**  
3 Q When did you first meet Mike Holley?  
4 **A I can't hear you.**  
5 Q When did you first meet Mike Holley?  
6 **A I believe in Arizona at a court case.**  
7 Q You don't recall when?  
8 **A I do not.**  
9 Q Did you ever speak to Jason Tucker about  
10 Takeover Industries doing a deal with Family Dollar?  
11 **A As far as I know, there was no deal with**  
12 **Family Dollar.**  
13 Q And how do you know that?  
14 **A Same way I don't know about this. I don't**  
15 **know. I don't know of any deal. I don't know of a**  
16 **deal. I wasn't privy to their day-to-day operations.**  
17 Q Did anybody at Takeover Industries ask you to  
18 contribute monies to Takeover Industries to do a deal  
19 with Family Dollar?  
20 **A They asked for more money, that was not**  
21 **coming. So what it was for, I would assume -- maybe it**  
22 **would be for this, but again, I've never seen this**  
23 **invoice so I don't know.**  
24 Q So they didn't have -- who are they, by the  
25 way?

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1 **A Whoever was -- I don't recall who was in**  
2 **charge at that time.**  
3 Q Jason Tucker?  
4 **A Tucker would have been one of them, I would**  
5 **assume.**  
6 Q Let's go back to Mike T for a minute. When  
7 was the last time you spoke to Mike T, meaning the  
8 Michael Tzanetatos referenced in Exhibit 7 -- or  
9 Exhibit 10?  
10 **A I do not recall.**  
11 Q Do you recall the first time you met him?  
12 **A Mike? I don't really. I cannot recall.**  
13 Q Michael Costello, when did you first meet him?  
14 **A I don't recall when I first met him either.**  
15 Q Did you ever meet Melissa Tucker?  
16 **A Yes.**  
17 Q And when was that?  
18 **A I don't recall when I first met her.**  
19 Q What is your understanding of Melissa Tucker's  
20 role at Takeover Industries?  
21 **A I believe in marketing.**  
22 Q And is she Jason Tucker's wife?  
23 **A I believe so.**  
24 Q When was the last time you spoke to Jason  
25 Tucker?

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1 **A Couple weeks ago.**  
2 Q And what was the nature of your conversation?  
3 What was it about?  
4 **A Him looking for money.**  
5 Q Jason Tucker looking for money for what?  
6 **A Another business venture that is not**  
7 **happening, at least not for me.**  
8 Q With what company?  
9 **A I don't recall. His company, I think.**  
10 Q And what is his company?  
11 **A I don't know what the name of that is called**  
12 **just yet.**  
13 Q What's the nature of his company's business?  
14 **A I don't know.**  
15 Q But he was looking for you to pay or  
16 contribute money to his company; is that correct?  
17 **A Looking for investors, yes.**  
18 Q Mr. Deppoleto, do you recall attending a  
19 meeting in Las Vegas with Living Essentials, the parent  
20 company of 5-hour Energy with Jason Tucker in  
21 October of 2022?  
22 **A I don't recall the date, but I did sit in on a**  
23 **meeting. I believe it was at a time of a NACS Show.**  
24 Q That's NACS; is that correct?  
25 **A That I don't know.**

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1 Q Do you know what NACS stands for?  
2 **A Some kind of, like, gas station, grocery store**  
3 **type event, I think.**  
4 Q And you attended that event with Mr. Tucker in  
5 Las Vegas?  
6 **A That's inaccurate. I flew down there on my**  
7 **own to visit my cousin and I decided to go to that**  
8 **show.**  
9 Q Was Mr. Tucker at that show?  
10 **A He was, yes.**  
11 Q And you attended a meeting at the NACS Show in  
12 Las Vegas with Living Essentials, the parent company of  
13 5-hour Energy with Jason Tucker; is that correct?  
14 **A I didn't go --**  
15 MR. HARVEY: Asked and answered.  
16 Go head.  
17 THE WITNESS: I sat in on a meeting.  
18 BY MR. BENNION:  
19 Q And who was there from Living Essentials?  
20 **A One individual.**  
21 Q And what was his or her name?  
22 **A I don't recall. It was whoever was at the**  
23 **booth, I believe, at that time.**  
24 Q And where was this event held, which hotel?  
25 **A I'm not sure of the hotel. It was in Las**

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1 **Vegas.**  
2 Q What was the purpose of that meeting?  
3 MR. HARVEY: Objection. Foundation.  
4 Go ahead.  
5 THE WITNESS: I just sat in on that meeting.  
6 BY MR. BENNION:  
7 Q Were you asked by Mr. Tucker to go to that  
8 meeting?  
9 **A I was there, so yeah, he asked me to attend.**  
10 Q You don't recall the nature of what was  
11 discussed at that meeting?  
12 **A Again, pie in the sky, talking about their**  
13 **drinks, talking about Takeover drinks, but I don't**  
14 **believe it went anywhere.**  
15 Q Did that meeting have any -- were there any  
16 discussions regarding the gamer shot that had been  
17 produced and marketed by Takeover Industries?  
18 **A I don't recall.**  
19 Q Do you recall the nature of that meeting with  
20 5-hour Energy/Living Essentials was with respect to  
21 marketing a gamer shot?  
22 **A It was a general meeting. It really was not**  
23 **substantive at all.**  
24 Q Have you had any business dealings with Living  
25 Essentials, the parent company of 5-hour Energy?

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1 **A I have not.**  
2 Q Do you know if Mr. Tucker has had any business  
3 dealings with Living Essentials, the parent company of  
4 5-hour Energy?  
5 MR. HARVEY: Objection. Foundation.  
6 Go ahead.  
7 THE WITNESS: I have no idea.  
8 BY MR. BENNION:  
9 Q Did Mike Costello and Mike T, did they attend  
10 that meeting or that conference in Las Vegas, the NACS  
11 Show?  
12 MR. HARVEY: Compound.  
13 Go ahead.  
14 THE WITNESS: I believe they were at that  
15 show.  
16 BY MR. BENNION:  
17 Q And do you know why they were there?  
18 **A It's their industry.**  
19 Q Did it have anything to do with promoting  
20 gamer shots?  
21 MR. HARVEY: Objection. Foundation.  
22 Go ahead.  
23 THE WITNESS: I couldn't tell you. I'm not  
24 them.  
25 BY MR. BENNION:

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1 Q Did you have any discussions with Mike T or  
2 Mike Costello at the NACS Show in Las Vegas in  
3 October of 2022?  
4 **A Did I have a conversation with them?**  
5 Q Yes.  
6 **A Yes.**  
7 Q Did they attend the meeting that you and Jason  
8 Tucker attended with Living Essentials, the parent  
9 company of 5-hour Energy?  
10 **A I believe Costello might have been there. I'm**  
11 **not sure about Mike T.**  
12 Q Do you recall anything Mr. Costello said at  
13 that meeting?  
14 **A I don't believe he said anything.**  
15 Q And it's your testimony that you didn't say  
16 anything in that meeting either; correct?  
17 **A I was observing.**  
18 Q So Jason Tucker was the spokesperson with the  
19 people at Living Essentials and 5-hour Energy?  
20 MR. HARVEY: Objection. Vague.  
21 Go ahead.  
22 THE WITNESS: I don't really know how to  
23 answer that, but yes, did he talk.  
24 BY MR. BENNION:  
25 Q So Mr. Tucker was the primary speaker at that

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1 meeting from the Takeover Industries group, including  
2 you and Mr. Costello; correct?  
3 MR. HARVEY: Hold on. Objection. Misstates  
4 previous testimony and the evidence and vague.  
5 Go ahead.  
6 THE WITNESS: I'm sorry. Can you ask that  
7 again?  
8 BY MR. BENNION:  
9 Q Yes. So you indicated that you just observed  
10 at that meeting with Living Essentials, 5-hour Energy  
11 at the NACS Show in October 2022; correct?  
12 **A Yes.**  
13 Q And you don't recall anything that  
14 Mr. Costello said at that meeting; correct?  
15 **A Correct.**  
16 Q And you do recall Mr. Tucker speaking at that  
17 meeting; correct?  
18 **A I recall him speaking, yes.**  
19 Q About what?  
20 **A It was a very general conversation. It really**  
21 **was not that fascinating of a conversation.**  
22 Q Do you know if Joe Pavlik planned to attend  
23 that conference in Las Vegas in October of 2022?  
24 MR. HARVEY: Objection. Foundation. Calls  
25 for speculation.

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1 Go ahead.  
2 THE WITNESS: I do not know.  
3 BY MR. BENNION:  
4 Q Was there an award presented at that  
5 conference in Las Vegas that you and Jason Tucker and  
6 Mike T and Mike Costello attended known as the Product  
7 of the Year?  
8 **A I did not attend anything. I took a picture**  
9 **with them with their plaque.**  
10 Q What type of plaque was it?  
11 **A A cheap little plastic plaque, I believe.**  
12 Q Was it for a Product of the Year plaque for a  
13 NXT LVL gamer shot?  
14 **A I believe it was for a product that they were**  
15 **trying -- I believe it was that, but I'm not sure.**  
16 Q Did that photo appear on Twitter, as far as  
17 you know?  
18 **A I believe so, but again, not sure.**  
19 Q Do you know why it would be important to post  
20 that photo on Twitter?  
21 MR. HARVEY: Objection. Foundation. Calls  
22 for speculation.  
23 Go ahead.  
24 THE WITNESS: Not my business. I'm not sure.  
25 Not a big Twitter man.

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1 BY MR. BENNION:  
2 Q Did you have any discussions with Joe Pavlik  
3 about your decision to attend the conference at NACS  
4 event in October of 2022?  
5 **A I don't believe I had very many conversations**  
6 **with Joe, if any.**  
7 Q So you don't recall if you had any  
8 conversations with Joe Pavlik about attending that  
9 event in Las Vegas in October of 2022; correct?  
10 **A Not at all.**  
11 Q When was the last time you spoke to Joe  
12 Pavlik?  
13 **A I cannot recall.**  
14 Q When was the last time you spoke with T-Pain?  
15 **A It could have been at that meeting. Could**  
16 **have been the last time.**  
17 Q In Las Vegas in October of 2022?  
18 **A No. No. I don't believe he was there.**  
19 Q At what meeting?  
20 **A When we met at his office, whatever date that**  
21 **was when we were there. I believe that's the only time**  
22 **I've had a face-to-face meeting with him.**  
23 Q In or about June of 2022 in Atlanta?  
24 **A I do not recall. I do not recall that. I**  
25 **don't know the date.**

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1 Q Have you spoken with T-Pain since that time on  
2 the phone?  
3 **A I have not.**  
4 Q Have you had any communications with T-Pain,  
5 text, email or otherwise, since that meeting?  
6 **A I don't have T-Pain's number.**  
7 Q The question is: Have you texted him, emailed  
8 him or communicated in writing with T-Pain otherwise  
9 since that meeting?  
10 **A I do not have his contact information.**  
11 Q So your answer is you have not written to him  
12 since that time?  
13 **A Correct.**  
14 Q Thank you.  
15 Have you had any business dealings with 5-hour  
16 Energy?  
17 **A No.**  
18 Q Do you know if Jason Tucker has any business  
19 dealings with 5-hour Energy?  
20 **A I don't know what Jason does.**  
21 Q Were you invited to attend a meeting of the  
22 Board of Directors of Takeover Industries on  
23 November 7, 2022?  
24 **A I don't believe so.**  
25 Q Do you know if Jason Tucker was invited to

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1 attend a meeting of the Takeover Industries' Board of  
2 Directors on November 7, 2022?  
3 **A I would not know that information.**  
4 Q Have you ever attended a meeting of the  
5 Takeover Industries' Board of Directors?  
6 **A I do not recall. I don't believe so.**  
7 Q Do you know who the Takeover Industries' Board  
8 of Directors were comprised of, which individuals in  
9 October of 2022?  
10 **A I do not.**  
11 Q Let's go to Exhibit 6. Pull up Exhibit 6.  
12 It's the Second Amendment to Convertible Note  
13 Purchase Agreement.  
14 Do you see that, Mr. Deppoleto?  
15 **A Yes.**  
16 Q Have you seen this document before?  
17 **A Looks like it's the third note of the**  
18 **\$2 million loan to them.**  
19 Q And once again, if we go to page 4 of  
20 Exhibit 6, this is signed by Jason Tucker.  
21 Does that appear to be his Docusign signature  
22 as president of Takeover Industries?  
23 **A I don't know his Docusign signature, but that**  
24 **looks to be his name and a signature.**  
25 Q So this note, if we go back to page 1, and

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<p>1 this is the third Whereas paragraph under Recitals, it 2 says: Whereas the purchaser desires to provide for 3 additional capital to the company for operating 4 expenses of \$500,000. 5 What were the operating expenses that you were 6 providing additional capital for to Takeover? 7 <b>A I don't -- I don't recall specifically what</b> 8 <b>they were. We just wanted them to be for the</b> 9 <b>day-to-day operation of business, but we couldn't</b> 10 <b>dictate that other than what our note stated.</b> 11 Q You say day-to-day operation of business. 12 What is your understanding of that? 13 <b>A To me it would be regular business activities,</b> 14 <b>nothing fluffy. It had to go towards stuff that was</b> 15 <b>actual business operations.</b> 16 Q What was your understanding of Toby McBride's 17 role at Takeover at the time that you signed the Second 18 Amendment to the Convertible Note Purchase Agreement 19 reflected here as Exhibit 6? 20 <b>A I don't know what his title was at any given</b> 21 <b>time.</b> 22 Q What was his role at the company at that time? 23 <b>A Again, another guy listed as president.</b> 24 Q So when you say another guy listed as 25 president, you met with Mr. McBride in April of 2022 in</p>	<p>1 not have a return on your payment of \$1.5 million? 2 MR. HARVEY: Objection. Vague. 3 Go ahead. 4 THE WITNESS: Again, I don't quite understand 5 the question. 6 BY MR. BENNION: 7 Q So when you paid three payments of \$500,000, 8 each in May, July and in August of 2022, did you 9 understand there was a risk that you may not have a 10 return on your investment? 11 MR. HARVEY: Objection. Vague. 12 THE WITNESS: Is it a possibility? Probably. 13 But was it a possibility that I could consider? 14 Probably. 15 BY MR. BENNION: 16 Q That you may not -- that you might lose the 17 \$1.5 million? 18 <b>A No. I didn't think that at all during the</b> 19 <b>time, no. Everything seemed viable and everything</b> 20 <b>seemed that they would request each time and that was</b> 21 <b>the reason for the third tranche. They needed working</b> 22 <b>capital.</b> 23 Q For operating expenses; correct? 24 <b>A I believe so, yes.</b> 25 Q Did you monitor those operating expenses after</p>
<p>1 Dallas at the PFL event; correct? 2 <b>A I believe so, yes.</b> 3 Q What was the nature of your conversation with 4 Mr. McBride at that time? 5 <b>A He was pitching fluffy dreams.</b> 6 Q And you invested in these fluffy dreams? 7 <b>A No. I dug a little further and felt like</b> 8 <b>there was -- Tucker seemed to be a guy that, you know,</b> 9 <b>got along with them that understood the nature of</b> 10 <b>business.</b> 11 Q Have you ever invested in other companies 12 besides Takeover Industries? 13 <b>A Small investments maybe here and there with</b> 14 <b>some companies, but nothing to this nature.</b> 15 Q When you invested with Takeover Industries or 16 contributed, and it says here in Exhibit 6 -- keep the 17 highlight on that paragraph, please -- under Recitals: 18 Whereas, the purchaser desires to provide additional 19 capital for operating expenses in the amount of 20 \$500,000. 21 And that's the third \$500,000 payment you 22 made; correct? 23 <b>A Yes.</b> 24 Q When you made these payments to Takeover did 25 you understand that there was a risk, that you might</p>	<p>1 you made these payments to the company, the first, 2 second and third \$500,000 payments? 3 <b>A We would call in and check and try to keep our</b> 4 <b>thumb out of it as much as possible, but it's worth</b> 5 <b>listening to people's words other than anything else.</b> 6 <b>I believe we had a stipulation in there as well in the</b> 7 <b>agreement that they could only use 10 percent for</b> 8 <b>salaries. We wanted the remainder being used as</b> 9 <b>working capital.</b> 10 Q Do you know who was paid salaries during this 11 period of time, let's say, from May through September 12 of 2022 at Takeover Industries? 13 <b>A I do not.</b> 14 Q Do you know if Jacob -- or Jason and Melissa 15 Tucker were receiving salaries from Takeover Industries 16 during this period of time? 17 <b>A I do not know that.</b> 18 Q Did you receive any reports as to who was 19 receiving salaries? 20 <b>A I did not.</b> 21 Q Did you ask for reports from Takeover 22 Industries as to who was receiving salaries during this 23 period of time in or about the summer of 2022? 24 <b>A I don't recall that. I don't remember asking</b> 25 <b>for any reports, but it's possible.</b></p>



<p>1 Q And in asking for reports from Takeover  2 Industries, did you ever email either Mr. Tucker or  3 Mr. McBride with respect to who was receiving salaries  4 from Takeover Industries during this period of time?  5 <b>A So I just stated that I'm unaware of those</b>  6 <b>salaries. So I don't know what they were using the</b>  7 <b>money for. I did not have access or day-to-day -- I</b>  8 <b>wasn't involved in day-to-day operations. I wanted to</b>  9 <b>protect my money.</b>  10 Q And wanting to protect your money, did you  11 send emails to either Mr. Tucker or Mr. McBride during  12 this period of time from May through August of 2022 as  13 to who was receiving salaries at Takeover Industries?  14 <b>A I don't recall that.</b>  15 Q Do you recall sending any emails to Takeover  16 Industries during this period of time, May to August of  17 2022?  18 <b>A I don't recall sending those, but I'm assuming</b>  19 <b>there was some communication.</b>  20 Q In writing?  21 <b>A Possibly. I don't feel like I had very many</b>  22 <b>communications with McBride or Pavlik.</b>  23 Q Do you recall the last time you spoke to Toby  24 McBride?  25 <b>A I do not.</b></p> <p style="text-align: right;">Page 65</p>	<p>1 simply pitching dreams as --  2 <b>A That seems to be the flavor of their -- I'm</b>  3 <b>sorry. Go ahead. I apologize.</b>  4 MR. HARVEY: You gotta let him finish his  5 question.  6 THE WITNESS: Yes, sir.  7 BY MR. BENNION:  8 Q -- were simply pitching dreams as part of  9 their work at Takeover Industries?  10 MR. HARVEY: Objection. Misstates previous  11 testimony. Vague and compound and asked and answered.  12 Go ahead.  13 THE WITNESS: Yes. I believe that every  14 conversation was not substantive. It seemed to be  15 fluffy and about the dreams of the company.  16 BY MR. BENNION:  17 Q You invested with the company a month after  18 you met Mr. McBride and Mr. Pavlik; correct?  19 <b>A Correct. Or I don't know the timing, but yes,</b>  20 <b>I invested.</b>  21 Q Why did you pay Takeover Industries  22 \$1.5 million from May 2022 through August 19, 2022?  23 MR. HARVEY: Objection. Asked and answered  24 and vague.  25 Go ahead.</p> <p style="text-align: right;">Page 67</p>
<p>1 Q Did you have any written communications with  2 Joe Pavlik or Toby McBride after you met with them in  3 April of 2022 regarding Takeover Industries?  4 <b>A I don't recall.</b>  5 Q Was there a person who was your point of  6 contact at Takeover Industries during this period of  7 time?  8 MR. HARVEY: Objection. Vague.  9 Go head.  10 THE WITNESS: Generally, we made that  11 Mr. Tucker because he was the only one not pitching  12 dreams and seemed to be the one that had at least  13 something to say. The other two did not.  14 BY MR. BENNION:  15 Q So it's your testimony that Mr. McBride and  16 Mr. Pavlik were simply pitching dreams as part of  17 Takeover Industries?  18 MR. HARVEY: Objection. Asked and answered.  19 Vague and misstates previous testimony.  20 Go ahead.  21 THE WITNESS: I'm sorry. Can you repeat that?  22 BY MR. BENNION:  23 Q Sure. Is it your testimony that Mr. McBride  24 and Mr. Pavlik were, when you spoke to them, including  25 your meeting in April of 2022 and thereafter, were</p> <p style="text-align: right;">Page 66</p>	<p>1 THE WITNESS: I don't understand the question.  2 You're asking me why? In what way?  3 BY MR. BENNION:  4 Q Well, you paid them \$1.5 million; correct?  5 <b>A Yes.</b>  6 Q Why, if they were just -- if Mr. McBride and  7 Mr. Pavlik were just promoting dreams?  8 MR. HARVEY: Objection. Asked and answered.  9 Vague. Compound.  10 Go ahead.  11 THE WITNESS: Despite them, they did seem to  12 have good products. They did seem to have some  13 traction and so they were a detriment to the company,  14 but I was able to see, I thought, what was behind the  15 curtain and it looked to be viable products and the  16 potential of a good company.  17 BY MR. BENNION:  18 Q What were the products that were good, in your  19 opinion?  20 <b>A The hydrogen water, specifically, was decent</b>  21 <b>and then their energy drinks seemed to be decent as</b>  22 <b>well.</b>  23 Q Did you sample these products?  24 <b>A I did.</b>  25 Q Let's go to Exhibit 7. I'm going to represent</p> <p style="text-align: right;">Page 68</p>





<p>1 these are your answers to interrogatories. Let's scan  2 down to the next page. It says: Plaintiff's Response  3 to Takeover Industries Incorporated First Set of  4 Interrogatories.</p> <p>5 Do you see that, Mr. Deppoleto?</p> <p>6 <b>A Yes.</b></p> <p>7 Q Let's scroll down to page 4 of Exhibit 7.</p> <p>8 Do you recall seeing these interrogatories and  9 the response to Interrogatory No. 1 previously?</p> <p>10 <b>A I'm sorry. What was the question?</b></p> <p>11 Q Do you recall seeing these interrogatories  12 previously?</p> <p>13 <b>A I believe so, yes.</b></p> <p>14 Q Is your date of birth December 8, 1970?</p> <p>15 <b>A Yes.</b></p> <p>16 Q Let's go to the final page of Exhibit 7, the  17 verification page --</p> <p>18 MR. HARVEY: You're cutting out there,  19 Counsel.</p> <p>20 BY MR. BENNION:</p> <p>21 Q This is the last page of Exhibit 7.  22 Verification at the top, As to Answers to  23 Interrogatories, it reads: I, James V. Deppoleto Jr  24 declare the following.</p> <p>25 Do you see that?</p> <p style="text-align: right;">Page 69</p>	<p>1 provided his consent and whether he provided consent  2 via verbal or written means.</p> <p>3 Did I read that correctly?</p> <p>4 <b>A Yes.</b></p> <p>5 Q Okay. So let's go down. There's some  6 objections stated in response to Interrogatory No. 2 at  7 the beginning.</p> <p>8 Do you see that?</p> <p>9 <b>A Yes.</b></p> <p>10 Q Let's go to the next page, page 5. It  11 reads -- this is your Answer to Interrogatory No. 2  12 starting with the first full sentence on page 5 of  13 Exhibit 7: Subject to and without waiving said  14 objections, Plaintiff does not know whether Mr. Zarro  15 provided consent for the loans described in paragraph  16 36 to 48 of the amended complaint.</p> <p>17 And we'll go back to the amended complaint in  18 a minute.</p> <p>19 Plaintiff further states that the Takeover  20 Board of Directors Tucker McBride and Pavlik and Labor  21 Smart (Costello) signed joint written consents  22 approving the note purchase agreement, first amendment,  23 second amendment and first note, second note and third  24 note. Plaintiff further states it is his understanding  25 that Mr. Zarro was not on Takeover's Board of Directors</p> <p style="text-align: right;">Page 71</p>
<p>1 <b>A Yes.</b></p> <p>2 Q Is that your authorized signature at the  3 bottom of the page?</p> <p>4 <b>A Yes.</b></p> <p>5 Q Did you review these answers to  6 interrogatories before you authorized your electronic  7 signature on the verification page?</p> <p>8 <b>A Yes.</b></p> <p>9 Q Let's go back to Exhibit -- or to page 4 of  10 Exhibit 7. Let's go down to Interrogatory 2 and  11 Response to Interrogatory No. 2 on that page.</p> <p>12 Interrogatory No. 2 states: Describe, in  13 detail, whether Mr. Zarro -- and do you know who that's  14 referring to, Mr. Zarro?</p> <p>15 <b>A How do you mean?</b></p> <p>16 Q Do you know if that refers to Tom Zarro?</p> <p>17 <b>A I believe it does.</b></p> <p>18 Q Who is a Defendant in your case; is that  19 correct?</p> <p>20 <b>A Yes.</b></p> <p>21 Q It says: Describe, in detail, whether  22 Mr. Zarro provided consent to the notes and other loans  23 referenced in paragraphs 36 to 48 of your amended  24 complaint prior to those transactions being finalized  25 and memorialized, including the date that Mr. Zarro</p> <p style="text-align: right;">Page 70</p>	<p>1 at the time Plaintiff loaned Takeover the funds that  2 are the subject of this lawsuit.</p> <p>3 Did I read that correctly?</p> <p>4 <b>A Yes.</b></p> <p>5 Q You state in the second sentence there:  6 Plaintiff further states that the Takeover Board of  7 Directors (Tucker, McBride, and Pavlik) and Labor Smart  8 (Costello) signed joint written consents approving the  9 note purchase agreement, first amendment, second  10 amendment and the first note.</p> <p>11 Did I read that sentence again correctly?</p> <p>12 <b>A Yes.</b></p> <p>13 Q Okay. Have you produced any documents that  14 show that Toby McBride or Joe Pavlik signed joint  15 written consents approving these notes?</p> <p>16 MR. HARVEY: Objection. Vague. Are you  17 referring to something other than the exhibits to the  18 complaint?</p> <p>19 MR. BENNION: No. I'm referring to the  20 documents that are listed here, the note purchase  21 agreement.</p> <p>22 MR. HARVEY: Right. So for example, Exhibit G  23 to the complaint is one of the joint written consent.  24 Are you referring to something other than that?</p> <p>25 You were breaking up. We couldn't hear you.</p> <p style="text-align: right;">Page 72</p>



1 MR. BENNION: State your objection if you have  
2 one.  
3 MR. HARVEY: I'll object to the extent that  
4 it's misleading, it misstates the documents in the  
5 case, including the pleadings in the case, which  
6 include the joint written consents.  
7 THE WITNESS: What's the question?  
8 BY MR. BENNION:  
9 Q Have you produced the joint written consents  
10 referred to here in your Answer to Interrogatory No. 2  
11 approving the note purchase agreement, the first  
12 amendment, the second amendment and the first note,  
13 second note and third note?  
14 **A I believe my attorney answered that. I**  
15 **believe we have, yes.**  
16 Q When did you first speak to Tom Zarro?  
17 **A I don't recall.**  
18 Q Not in 2022, according to your Answer to  
19 Interrogatory No. 2; is that correct?  
20 **A I don't believe we had a conversation in**  
21 **2022 -- I don't know. I'm not sure.**  
22 MR. HARVEY: Counsel, I'm sorry. I misstated.  
23 I just want to clarify for the record, I was referring  
24 to Exhibit G to the complaint. I don't think it was  
25 Exhibit G to the complaint. I was referring to

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1 Document 25-7, which is, I think, Exhibit G to  
2 something else. I just want to clarify. I apologize  
3 for being misleading.  
4 MR. BENNION: Thank you.  
5 BY MR. BENNION:  
6 Q Now, let's go to Interrogatory No. 3 down a  
7 little farther. Interrogatory No. 3 says: Describe in  
8 detail your relationship with Jason Tucker, including  
9 how long you have known him, when you first met, the  
10 circumstances of your meeting, and the nature of your  
11 relationship.  
12 Response: Plaintiff objects to Interrogatory  
13 No. 3 because of the circumstances of your meeting and  
14 the nature of your relationship are undefined, vague  
15 and ambiguous.  
16 Skipping ahead a sentence it says: Subject to  
17 and without waiving said objections, Plaintiff states  
18 that he met Mr. Tucker in November or December of 2021  
19 through Plaintiff's involvement with Takeover. The  
20 parties' relationship was limited to an arms-length,  
21 professional relationship.  
22 Did I read that correctly?  
23 **A Yes.**  
24 Q So you met Mr. Tucker in November or December  
25 of 2021, not April 2022; correct?

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1 **A I spoke to him then. I met him in the April**  
2 **time frame.**  
3 Q And what gave rise to your conversation via  
4 phone with Mr. Tucker in 2021?  
5 **A They were -- really was a spinoff of having**  
6 **conversations with my cousin. I believe they were**  
7 **asking him to be some kind of influencer and then**  
8 **offered him an ability to buy-in for some shares of the**  
9 **company. That was the initial.**  
10 Q And how many times did you speak with  
11 Mr. Tucker in November or December 2021?  
12 **A Maybe once. I believe my cousin did most --**  
13 **was handling most of it in the beginning.**  
14 Q Are you talking about Mr. Pettis?  
15 **A Correct.**  
16 Q It says: The parties' relationship was  
17 limited to an arms-length, professional relationship.  
18 What was the professional relationship?  
19 **A I was an investor. This guy is not my friend.**  
20 **He is a guy I was doing business with and I would use**  
21 **that moniker for all these guys. None of these guys**  
22 **are my friends. I was here doing business with them.**  
23 Q You testified previously that you invested in  
24 other companies, but in lesser amounts than your  
25 payments to Takeover; is that correct?

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1 **A I believe I said if I did it was smaller**  
2 **amounts to different smaller companies, potentially. I**  
3 **cannot recall them.**  
4 Q Which companies --  
5 **A I cannot recall them.**  
6 Q Was your investment in these companies before  
7 or after your investment in Takeover?  
8 **A It would be before.**  
9 Q Okay. Let's go further down to Interrogatory  
10 No. 6 in Exhibit 7. These are Plaintiff's Answers to  
11 Interrogatories. It says in Interrogatory No. 6:  
12 Explain in detail the factual basis for your  
13 allegations in paragraph 72 of your amended complaint  
14 that Defendants shared and/or transferred Takeover's  
15 proprietary information, trade secrets, inventory,  
16 product ingredients, and other assets with NextGen  
17 Beverages.  
18 Did I read that correctly?  
19 **A Yes.**  
20 Q So what is your basis for stating that  
21 Defendants transferred Takeover's proprietary  
22 information and specifically product ingredients with  
23 NextGen Beverages?  
24 MR. HARVEY: Objection. Vague as to time as  
25 to whether -- you mean when he signed this or today?

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1 Go ahead.  
2 BY MR. BENNION:  
3 Q At the time you signed the Answers to  
4 Interrogatories, which are Exhibit 7.  
5 **A And then what is the question?**  
6 Q What is your basis for stating that Defendants  
7 transferred Takeover's proprietary information,  
8 specifically product ingredients and other aspects to  
9 NextGen Beverages?  
10 MR. HARVEY: I'll just object that the  
11 document speaks for itself.  
12 Go ahead.  
13 THE WITNESS: It's our opinion that they --  
14 everything that they're holding now is from the  
15 Takeover time period. They have not ceased doing  
16 business and they have done it from Takeover's end.  
17 BY MR. BENNION:  
18 Q So product ingredients, what do you mean by  
19 that?  
20 **A Ingredients in a product.**  
21 MR. HARVEY: Same objections.  
22 Go ahead.  
23 BY MR. BENNION:  
24 Q And how do you know Takeover Industries shared  
25 or transferred product ingredients with NextGen

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1 Beverages?  
2 **A Again, I believe it states there: He believes**  
3 **the Defendant shared or transferred Takeover's**  
4 **propriety information.**  
5 Q And what's your basis of that statement?  
6 MR. HARVEY: Same objection.  
7 Go ahead.  
8 THE WITNESS: Logic.  
9 BY MR. BENNION:  
10 Q How so?  
11 **A Well, the business hasn't stopped doing**  
12 **business and has continued to do business and then spun**  
13 **it off into another area with the same products. It**  
14 **seemed to be the same business to me.**  
15 Q Would that also apply to the 5-hour Energy  
16 shot?  
17 **A What 5-hour Energy shot?**  
18 Q You've never done business with 5-hour Energy?  
19 **A I stated that repeatedly that I have not.**  
20 Q Let's go down further or farther.  
21 Have you ever met Manny Pacquiao?  
22 **A I have not.**  
23 Q Are you aware of any business dealings between  
24 Takeover and/or NextGen Beverages with Manny Pacquiao?  
25 **A I believe he is a brand ambassador, as it**

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1 **states.**  
2 Q A brand ambassador for whom?  
3 **A All -- I believe all those companies. I've**  
4 **seen him wearing LockedIn. I've seen him wearing NXT**  
5 **LVL shirts. So he's very much involved with Takeover**  
6 **and now they have moved it over to NextGen and all the**  
7 **companies in their umbrella now. I believe he's a**  
8 **brand ambassador to them.**  
9 Q And when you say them, who are you referring  
10 to specifically?  
11 **A Takeover, NextGen, Legacy, whatever company**  
12 **names they've tried to convolute. All of them.**  
13 Q Okay. Let's -- I think I'm going to go to an  
14 exhibit that I didn't plan to go to.  
15 MR. BENNION: Patrick, did I send you 11  
16 exhibits?  
17 THE WITNESS: Yes.  
18 MR. BENNION: Let's take a three-minute break  
19 and I'm going to try to adhere to the three-minute  
20 break because I'm going to use an exhibit that I didn't  
21 provide. It's a one-page document. So we'll take a  
22 three-minute break.  
23 (Recess taken.)  
24 (Discussion held off record.)  
25 BY MR. BENNION:

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1 Q This is Exhibit 12.  
2 Mr. Deppoleto, do you see where it says  
3 NXT LVL at the top of the document on the top left?  
4 **A Mm-hmm.**  
5 Q Is that yes?  
6 **A Yes.**  
7 Q What does that reference for you?  
8 **A NXT LVL.**  
9 Q Okay. It says: /5-hour Energy Accelerator  
10 Partnership; correct?  
11 **A Mm-hmm.**  
12 Q Is that yes?  
13 **A Yes.**  
14 Q Have you ever had any discussions with Jason  
15 Tucker regarding 5-hour Energy will invest in NXT LVL'S  
16 parent company?  
17 **A No.**  
18 Q Have you had any emails or sent any emails to  
19 Jason Tucker or Michael Costello regarding: The  
20 investment will provide Living Essentials LLC with a  
21 stake in the company and its brands?  
22 **A To my knowledge, there's no deal, no anything.**  
23 **So I'm not quite sure what you're discussing here.**  
24 Q When you say no deal, what do you mean?  
25 **A I don't believe that a deal exists. I don't**

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1 **believe this exists.**  
2 Q Have you seen this document before?  
3 **A I have not.**  
4 Q If you go down to bullet point No. 3 -- I'm  
5 sorry, 4, it says: Support NXT LVL Gamer Shot,  
6 T-Pain's NXT LVL Gamer Shot, and future products to  
7 include T-Pain's NXT LVL Gamer Energy Drink.  
8 Is it your testimony you've had no  
9 negotiations with T-Pain regarding this NXT LVL gamer  
10 shot?  
11 **A I've had no dealings with T-Pain on any of**  
12 **this, no.**  
13 Q And it's your testimony the last time that you  
14 had dealings with T-Pain directly was in June of 2022  
15 when you met him at his office in Atlanta?  
16 MR. HARVEY: Objection. Misstates previous  
17 testimony.  
18 Go ahead.  
19 THE WITNESS: The last time I met T-Pain, yes,  
20 I did not have any business discussions at all.  
21 BY MR. BENNION:  
22 Q Ever?  
23 **A No.**  
24 Q Not with T-Pain?  
25 **A Not with T-Pain, no.**

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1 Q Have you had discussions, negotiations with  
2 Jason Tucker regarding doing business with T-Pain?  
3 **A I haven't had any negotiation discussions with**  
4 **Jason Tucker discussing T-Pain.**  
5 Q Have you provided financial loans or  
6 investment to any other companies in which Jason Tucker  
7 is or has been involved?  
8 **A No.**  
9 Q So if you go down farther on this Exhibit 12  
10 under the heading: Why is NXT LVL a good fit to  
11 partner with 5-hour. The third to the last bullet  
12 point in that section says: NXT LVL is aligned with  
13 the leading beverage broker in the country, LA  
14 Libations.  
15 Are you familiar with LA Libations?  
16 **A Not really.**  
17 Q When say not really, what does that mean?  
18 **A I heard their name before, but I don't know**  
19 **really what they do.**  
20 Q You've had no association with them?  
21 **A Zero.**  
22 Q And then the last bullet point on the page,  
23 Exhibit 12, says: NXT LVL is in the R&D process of  
24 creating brand extensions (Gamer Energy Drinks).  
25 What has been your involvement with NXT LVL?

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1 **A I'm an investor. I loaned them money.**  
2 Q How much?  
3 **A \$2 million.**  
4 Q Okay. Let's go back to -- step away from  
5 Exhibit 12 for a minute.  
6 Do you know who Nicolette Carothers is?  
7 MR. HARVEY: I'm sorry. You're cutting out,  
8 Counsel.  
9 BY MR. BENNION:  
10 Q Do you know who Nicolette Carothers is?  
11 **A I do not.**  
12 Q Are you familiar with Nappy Boy Entertainment?  
13 **A I believe it's something associated with**  
14 **T-Pain.**  
15 Q To your knowledge, have you received emails  
16 from Nappy Boy Entertainment?  
17 **A To my knowledge, I have not received anything**  
18 **from them.**  
19 Q Let's go back to Answers to Interrogatories,  
20 Exhibit 7. So if we go to page 8 of Exhibit 7, this is  
21 Interrogatory No. 9. Actually, it looks like there's a  
22 mistake in numbers. There's two Answers to  
23 Interrogatories No. 9 here on page 8.  
24 Do you see that, Mr. Deppoleto, at the top?  
25 **A I see four No. 9s there, yes.**

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1 Q Right. There's two Interrogatory No. 9s here.  
2 So we're going to talk about the second Interrogatory  
3 No. 9. And going back just to refresh your  
4 recollection --  
5 MR. BENNION: Go back to the last page,  
6 Daniel -- actually, page -- there we are. The  
7 verification.  
8 BY MR. BENNION:  
9 Q These are the Answers to Interrogatories that  
10 you verified; correct?  
11 **A Are you asking me a question?**  
12 Q Yes. That's your verification to these  
13 Answers to Interrogatories; correct?  
14 **A I believe we've answered that, but yes.**  
15 Q Okay. Just refreshing your recollection.  
16 So Interrogatory No. 9, it says: Explain in  
17 detail the factual basis for your allegation in  
18 Paragraph 26 of your Amended Complaint that Mike Holley  
19 authorized over \$750,000 in distributions without  
20 obtaining approval from Takeover's Board of Directors.  
21 After your objections and the response to  
22 Interrogatory 9, in the last sentence it says: Subject  
23 to and without waiving the foregoing objections, these  
24 allegations are based on paragraph 34(a) of Takeover's  
25 Verified Complaint filed in Takeover v. Holley case in

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<p>1 the District of Arizona, with a case number listed.</p> <p>2 Are you involved in that case, the Takeover v.</p> <p>3 Holley, et al. case in the District of Arizona as a</p> <p>4 party?</p> <p>5 <b>A I don't believe that I am.</b></p> <p>6 Q Do you recall, as we sit here in this</p> <p>7 deposition, the allegations that are contained in</p> <p>8 paragraph 34(a) of Takeover's Verified Complaint in</p> <p>9 that case?</p> <p>10 <b>A What are you asking?</b></p> <p>11 Q What is your basis for stating that Mike</p> <p>12 Holley authorized over \$750,000 in distributions</p> <p>13 without obtaining approval from Takeover's Board of</p> <p>14 Directors?</p> <p>15 <b>A Let me read it to you. It says: Subject to</b></p> <p>16 <b>and without waiving the foregoing objections, these</b></p> <p>17 <b>allegations are based on paragraph 34(a) of Takeover's</b></p> <p>18 <b>Verified Complaint filed in Takeover v. Holley, et al.</b></p> <p>19 <b>in the United States District Court for the District of</b></p> <p>20 <b>Arizona, Case No. 2:22-cv-00357.</b></p> <p>21 <b>That's my answer.</b></p> <p>22 Q I understand that. Do you have any personal</p> <p>23 knowledge?</p> <p>24 <b>A I do not.</b></p> <p>25 Q Thank you.</p> <p style="text-align: right;">Page 85</p>	<p>1 BY MR. BENNION:</p> <p>2 Q You agree that in your answer to interrogatory</p> <p>3 that you said that Plaintiff further objects to this</p> <p>4 interrogatory as it calls for a narrative response that</p> <p>5 is better suited for deposition testimony; correct?</p> <p>6 MR. HARVEY: Objection. Misstates all of the</p> <p>7 objections that apply.</p> <p>8 Go ahead.</p> <p>9 THE WITNESS: What is the question again?</p> <p>10 BY MR. BENNION:</p> <p>11 Q Well, rather than answer, you object to the</p> <p>12 interrogatory, it's better suited for deposition</p> <p>13 testimony. We're here for your deposition today so</p> <p>14 I'd --</p> <p>15 <b>A And I believe -- go ahead. I'm sorry. My</b></p> <p>16 <b>fault.</b></p> <p>17 Q Identify and describe in detail all</p> <p>18 conversations that you've had with Jason Tucker that</p> <p>19 are in any way related to any Defendants or any of your</p> <p>20 claims in the Amended Complaint of January 1, 2021 to</p> <p>21 the present.</p> <p>22 <b>A I cannot recall any conversations about the</b></p> <p>23 <b>Defendants at all.</b></p> <p>24 Q Have you ever suffered from memory loss</p> <p>25 problems that you're aware of?</p> <p style="text-align: right;">Page 87</p>
<p>1 Let's go down to Interrogatory No. 10, just a</p> <p>2 few lines below.</p> <p>3 Interrogatory No. 10: Identify and describe</p> <p>4 in detail all conversations and communications you have</p> <p>5 had with Jason Tucker (whether the person, via phone,</p> <p>6 text, email, or other means) that are in any way</p> <p>7 related to any Defendants or any of your claims in the</p> <p>8 Amended Complaint from January 1, 2021 to the present.</p> <p>9 Now, let's go to the next page and skip</p> <p>10 through the objections. It says in the last sentence</p> <p>11 here it says: Plaintiff further -- the last two</p> <p>12 sentences to Answer to Interrogatory 10: Plaintiff</p> <p>13 further objects that Interrogatory calls for a</p> <p>14 narrative response that is better suited for deposition</p> <p>15 testimony. Based on these objections, Plaintiff is</p> <p>16 unable to respond to this Interrogatory.</p> <p>17 So what communications -- we'll start with</p> <p>18 conversations you've had with Jason Tucker that are in</p> <p>19 any way related to the Defendants or any of your claims</p> <p>20 in the Amended Complaint from January 1, 2021 through</p> <p>21 now?</p> <p>22 MR. HARVEY: Objection. Vague and overbroad.</p> <p>23 Go ahead.</p> <p>24 THE WITNESS: I don't know how to answer that</p> <p>25 question.</p> <p style="text-align: right;">Page 86</p>	<p>1 <b>A No.</b></p> <p>2 Q Never been treated for that?</p> <p>3 <b>A No.</b></p> <p>4 Q Okay. Thank you.</p> <p>5 Let's go to page 9 of Exhibit 7. It's a</p> <p>6 little bit farther down, Interrogatory No. 12.</p> <p>7 Do you see this, Mr. Deppoleto?</p> <p>8 <b>A Yes.</b></p> <p>9 Q Explain in detail the factual basis for your</p> <p>10 allegation in Paragraph 74 of your Amended Complaint</p> <p>11 that Defendants "transferred assets and inventory to</p> <p>12 NextGen Beverages, without reasonable consideration in</p> <p>13 return."</p> <p>14 And then you refer to answers 6 and 8. So</p> <p>15 we're doing a little bit of going back and forth here.</p> <p>16 So let's go back to your Response to Interrogatory</p> <p>17 No. 6. You remember we're talking about transferred</p> <p>18 assets and inventory from Takeover to NextGen</p> <p>19 Beverages; do you recall that?</p> <p>20 <b>A The question you just asked, I believe?</b></p> <p>21 Q Yes. Do you recall that's the subject matter</p> <p>22 of what we're talking about, transfer of assets from</p> <p>23 Takeover Industries to NextGen Beverages?</p> <p>24 <b>A Yes.</b></p> <p>25 Q Go back to Response to Interrogatory No. 6.</p> <p style="text-align: right;">Page 88</p>



<p>1 It states: Explain in detail the factual basis for</p> <p>2 your allegation in Paragraph 72 of your Amended</p> <p>3 Complaint that Defendants shared and/or transferred</p> <p>4 Takeover's proprietary information, trade secrets,</p> <p>5 inventory, product ingredients, and other assets with</p> <p>6 NextGen Beverages.</p> <p>7 And you state in your answer to interrogatory</p> <p>8 in the second to last line: Plaintiff states that he</p> <p>9 believes that Defendants shared and/or transferred</p> <p>10 Takeover's proprietary information, trade secrets,</p> <p>11 inventory, product ingredients, and other assets with</p> <p>12 NextGen beverages.</p> <p>13 And then you go on to list five bullet points</p> <p>14 on the next page.</p> <p>15 Do you see that?</p> <p>16 <b>A Yes.</b></p> <p>17 Q In No. 3 you say: NextGen Beverages</p> <p>18 manufactures similar products as Takeover did.</p> <p>19 What products are similar?</p> <p>20 <b>A Energy shots, hydrogen drinks, whatever they</b></p> <p>21 <b>had originally they're doing with this other company,</b></p> <p>22 <b>or so it appears.</b></p> <p>23 Q And you state in No. 5: NextGen Beverages</p> <p>24 advertised Takeover's products on NextGen Beverages'</p> <p>25 website linkedin.com.</p> <p style="text-align: right;">Page 89</p>	<p>1 also Exhibit 7 to the Michael Holley deposition.</p> <p>2 Have you seen this document before,</p> <p>3 Mr. Deppoleto?</p> <p>4 <b>A I believe so, yes.</b></p> <p>5 Q And this is a letter from your attorneys, the</p> <p>6 Defendants?</p> <p>7 MR. BENNION: Let's go up a little higher on</p> <p>8 the document, Dan.</p> <p>9 BY MR. BENNION:</p> <p>10 Q Who is this letter written to?</p> <p>11 <b>A The individuals listed on the letter.</b></p> <p>12 Q Let's go down a little further. It's</p> <p>13 addressed to Joe Pavlik on his own; correct?</p> <p>14 <b>A Looks to be, yes.</b></p> <p>15 Q It's titled Notice of Default, Demand for</p> <p>16 Payment &amp; Cease and Desist and it's dated November 8,</p> <p>17 2022; is that correct?</p> <p>18 <b>A I don't see the date.</b></p> <p>19 <b>There you go, yes.</b></p> <p>20 Q And did you authorize this letter to be sent?</p> <p>21 <b>A If it came from my attorneys, then yes.</b></p> <p>22 Q Hush Blackwell, that's your attorney?</p> <p>23 <b>A Hush Blackwell is my attorney.</b></p> <p>24 Q This came on your behalf; is that correct?</p> <p>25 <b>A Correct.</b></p> <p style="text-align: right;">Page 91</p>
<p>1 Do you see that?</p> <p>2 <b>A I do.</b></p> <p>3 Q What is your basis for saying that?</p> <p>4 <b>A I believe they were selling T-Pain products</b></p> <p>5 <b>off of that website and selling old products to people</b></p> <p>6 <b>in the early going. So pretty factual. Check their</b></p> <p>7 <b>Amazon sheet.</b></p> <p>8 Q For how long?</p> <p>9 <b>A I'm sorry?</b></p> <p>10 Q For how long a period of time do you allege</p> <p>11 that they were doing that?</p> <p>12 <b>A I believe until that product expired and they</b></p> <p>13 <b>no longer could sell it because it was expired.</b></p> <p>14 Q So how long is that?</p> <p>15 <b>A When the product expired. So I'm not sure</b></p> <p>16 <b>when that was.</b></p> <p>17 Q So you don't know?</p> <p>18 <b>A There's an expiration date on those bottles</b></p> <p>19 <b>that they have. I'm not sure what that date was.</b></p> <p>20 Q But you're not aware of the period of time;</p> <p>21 correct?</p> <p>22 <b>A Correct.</b></p> <p>23 Q Let's go to Interrogatory 8. Before we go to</p> <p>24 Response to Interrogatory No. 8, let's go to</p> <p>25 Exhibit 11. This is the Notice of Default. This is</p> <p style="text-align: right;">Page 90</p>	<p>1 Q Let's go down a little farther.</p> <p>2 Why was this demand letter sent on your behalf</p> <p>3 on November 8, 2022?</p> <p>4 MR. HARVEY: I'm going to caution you not to</p> <p>5 disclose attorney-client privileged communications. To</p> <p>6 the extent that your answer would require you to</p> <p>7 disclose privileged communications, I'm instructing you</p> <p>8 not to answer. If you can answer this question without</p> <p>9 disclosing attorney-client privileged communications,</p> <p>10 you may answer.</p> <p>11 Go ahead.</p> <p>12 THE WITNESS: Looks to be Notice of Default,</p> <p>13 Demand for Payment &amp; Cease and Desist.</p> <p>14 BY MR. BENNION:</p> <p>15 Q I understand that. Why did you instruct your</p> <p>16 attorneys to send this letter dated November 8, 2022?</p> <p>17 Again, agreeing with Counsel not to disclose any</p> <p>18 attorney-client privilege.</p> <p>19 <b>A I don't know how to answer that question.</b></p> <p>20 Q Was there something that happened prior to</p> <p>21 November 8, 2022, that made you instruct your attorneys</p> <p>22 to issue this letter?</p> <p>23 MR. HARVEY: Same instructions. Also, I'll</p> <p>24 object that the document speaks for itself.</p> <p>25 Go ahead.</p> <p style="text-align: right;">Page 92</p>



1 THE WITNESS: What is the question again? I'm  
2 sorry.  
3 BY MR. BENNION:  
4 Q Was there something that happened prior to  
5 November 8, 2022, that caused you to have your  
6 attorneys issue this letter?  
7 MR. HARVEY: Same instruction and same  
8 objection. The document speaks for itself.  
9 THE WITNESS: The document speaks for itself.  
10 BY MR. BENNION:  
11 Q So there's nothing that happened before this  
12 that caused you to think that you should have your  
13 attorneys issue this letter?  
14 A I did not say that.  
15 Q Well, then please answer the question.  
16 A Again, the document speaks for itself.  
17 Q Was there something that happened before this  
18 document was written?  
19 A The document speaks for itself.  
20 Q Was there something that happened before this  
21 letter was written that caused you to instruct your  
22 attorneys to issue this letter?  
23 MR. HARVEY: I'm going to object. This seems  
24 to be an attempt to invade the attorney-client  
25 privilege.

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1 To the extent you can answer without  
2 disclosing privileged communications, you may answer.  
3 If you have to disclose privileged communications, I'm  
4 instructing you not to answer.  
5 THE WITNESS: I cannot answer.  
6 BY MR. BENNION:  
7 Q I just want to be clear. I'm not seeking to  
8 invade the attorney-client privilege. I'm just seeking  
9 was there an event that happened prior to this day --  
10 A Again -- go ahead. I didn't mean to cut you  
11 off.  
12 Q -- November 8, 2022, such as something that  
13 Toby McBride did or something that Joe Pavlik did?  
14 MR. HARVEY: Again, object. The document  
15 speaks for itself and object to the extent he's being  
16 asked to disclose attorney-client privileges and asked  
17 and answered, which I think he has.  
18 Go ahead.  
19 THE WITNESS: The document speaks for itself.  
20 I don't know how else to answer that for you, sir.  
21 BY MR. BENNION:  
22 Q All right. Well, let's go through the  
23 document.  
24 You've seen this document before, correct,  
25 Mr. Deppoleto?

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1 A I believe so, yes.  
2 Q Let's go to page 4 of Exhibit 11, the very  
3 bottom of paragraph 4. It says, underlined: Matters  
4 Concerning the Company's Management and Messrs. Holley,  
5 McBride, and Pavlik. It says in bold and all caps:  
6 MR. DEPPOLETO HEREBY DEMANDS THAT MESSRS. HOLLEY,  
7 MCBRIDE, AND PAVLIK CEASE AND DESIST ACTING ON BEHALF  
8 OF THE COMPANY.  
9 Did I read that accurately?  
10 A I believe so, yes.  
11 Q I'm not going to try to beat a dead horse  
12 here, but -- and I'm not trying to invade the  
13 attorney-client privilege, but if I were to ask you if  
14 there was an event prior to November 8, 2022, that  
15 caused you to have your attorneys write this letter,  
16 what would your answer be?  
17 MR. HARVEY: Again, objection. The document  
18 speaks for itself. I'd also ask that the witness be  
19 allowed to read all of paragraph 4.  
20 MR. BENNION: Sure. Read the entire document.  
21 I'm not trying to rush him through this.  
22 MR. HARVEY: I have a printed copy. I don't  
23 know if he'll be able to read it because it's printed  
24 four sheets per page, but I do think in fairness he  
25 should be able to review the document.

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1 MR. BENNION: I agree. I'm just going to  
2 stand up and stretch my legs.  
3 THE WITNESS: Okay.  
4 BY MR. BENNION:  
5 Q So you've read this document in its entirety,  
6 Mr. Deppoleto?  
7 A I read paragraph 4, yes, or statement 4.  
8 Q Why don't you read the entire -- well, let's  
9 stay on paragraph 4 that you've read and get as much  
10 traction as we can, or not.  
11 Was there an event that occurred before  
12 November 8, 2022, regarding the company's management  
13 and Messrs. Holley, McBride, and Pavlik that caused you  
14 to instruct your attorneys to write this letter?  
15 MR. HARVEY: And again, if you have personal  
16 knowledge outside of your discussions with your  
17 attorneys, you can answer as to your personal  
18 knowledge. If your knowledge comes from discussions  
19 with attorneys, I'm instructing you not to answer.  
20 THE WITNESS: Yeah. No. I mean, everything  
21 was discussed with you guys, so.  
22 BY MR. BENNION:  
23 Q So there's no answer provided; is that  
24 correct?  
25 MR. HARVEY: He's saying he has no personal

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<p>1 knowledge outside of discussions with his attorneys. I  2 don't know if you heard his answer.  3 MR. BENNION: I did hear his answer.  4 BY MR. BENNION:  5 Q Is that correct, Mr. Deppoleto, what your  6 attorney said, that's your testimony?  7 <b>A Correct.</b>  8 Q Okay. Let's go back to -- let's go to  9 Exhibit 8. You know what? Let's go to Exhibit 9. I  10 want to do this in chronological order. Yeah, let's go  11 to Exhibit 9.  12 So Exhibit 9 says at the top, it says  13 October 13, 2022.  14 Have you seen this document before,  15 Mr. Deppoleto?  16 <b>A I'm not sure.</b>  17 Q Let's go down to the bottom -- well, are you  18 familiar with Great Northern Corporation --  19 <b>A Yes.</b>  20 Q What is that corporation?  21 <b>A I believe that's the company that made the</b>  22 <b>displays that, I believe, Mr. Zarro has in his</b>  23 <b>warehouse.</b>  24 Q When you say -- and why do you say -- well,  25 first of all, displays, what does that mean?</p> <p style="text-align: right;">Page 97</p>	<p>1 <b>is the fourth note that instead of giving them money</b>  2 <b>direct, because I began to lose confidence in them, I</b>  3 <b>paid this bill direct to Great Northern for their</b>  4 <b>displays.</b>  5 Q Who asked you to make this payment?  6 <b>A The company.</b>  7 Q Who at the company?  8 <b>A Whoever was in charge at the time expressed</b>  9 <b>that they needed money to pay for these displays and I</b>  10 <b>was no longer interested in giving them money direct,</b>  11 <b>but I offered to pay this bill direct so I knew the</b>  12 <b>money was going exactly where it was supposed to go.</b>  13 Q And so you don't recall if it was Jason Tucker  14 that authorized this payment of \$386,773.86?  15 <b>A He did not authorize the payment, no.</b>  16 Q Well, who did?  17 MR. HARVEY: I'll object as vague as to the  18 term authorized.  19 Go ahead.  20 THE WITNESS: Yes. So I'm the one who  21 authorized the payment. The company is who requested  22 that they needed their additional 500,000 and I knew it  23 was going to this bill. I preferred to pay this direct  24 instead.  25 BY MR. BENNION:</p> <p style="text-align: right;">Page 99</p>
<p>1 <b>A They made energy drink displays for the</b>  2 <b>company.</b>  3 Q For Takeover Industries?  4 <b>A I believe so, yes.</b>  5 Q And what is your understanding of the purpose  6 of the display?  7 <b>A To house their energy drinks. I believe</b>  8 <b>they're supposed to be going into Walgreens.</b>  9 Q Did you authorize payment -- strike that.  10 Let's go down -- under Customer Information it  11 lists your name and American Express Card, credit card  12 type and then your address.  13 Is that your address, 1600 Paramount Drive,  14 Waukesha, Wisconsin?  15 <b>A Yes.</b>  16 Q Did you issue and authorize this payment?  17 <b>A I did.</b>  18 Q Who authorized you to make this payment?  19 <b>A I authorized me to make that payment.</b>  20 Q How so?  21 <b>A I don't understand your question.</b>  22 Q Did somebody at Takeover authorize you to make  23 this payment?  24 <b>A So again, our loan was supposed to be</b>  25 <b>\$2 million. You listed three notes of 500,000. This</b></p> <p style="text-align: right;">Page 98</p>	<p>1 Q And when you say they, is that just a  2 reference to the company or is that --  3 <b>A Yeah -- I'm sorry. It's a reference to the</b>  4 <b>company and which one of the presidents was in charge</b>  5 <b>at the time, I guess.</b>  6 Q Do you have any other written documentation  7 regarding your payment of this invoice?  8 <b>A In what way? I'm sorry.</b>  9 Q Any other written documentation?  10 <b>A I would assume we have recordkeeping for us,</b>  11 <b>yes.</b>  12 Q Recordkeeping for us, which means?  13 <b>A Quintec or James.</b>  14 Q Did you say James?  15 <b>A Myself, James Deppoleto.</b>  16 Q Okay. Thank you. I'm just clarifying.  17 Is this your personal American Express account  18 or the company Quintec --  19 <b>A All personal to me.</b>  20 Q Okay. Let's go to Exhibit 8 -- well, I want  21 to TO back to, I apologize, back to Exhibit 9 for one  22 more question.  23 So this receipt is dated October 13, 2022;  24 correct?  25 <b>A Looks to be.</b></p> <p style="text-align: right;">Page 100</p>





<p>1 Q Do you know what Toby McBride's involvement  2 with Takeover Industries was on October 13, 2022?  3 <b>A I do not.</b>  4 Q So let's go to Exhibit 8. This is another  5 receipt from Great Northern Corporation.  6 Do you see that?  7 <b>A Yes.</b>  8 Q Dated November 4, 2022; correct?  9 <b>A Yes.</b>  10 Q This appears to be on your American Express  11 Card again; is that correct?  12 <b>A Yes.</b>  13 Q For \$128,924.62; correct?  14 <b>A Yes.</b>  15 Q So the same question with respect to Exhibit 8  16 as Exhibit 9, is there any difference in your answer?  17 I can go back through them individually if you'd like,  18 but --  19 <b>A It's the same bill -- or it's a different</b>  20 <b>bill, but again, it totaled up to 480-some thousand</b>  21 <b>dollars, I believe, total.</b>  22 Q Okay. And you don't recall who specifically  23 authorized you at Takeover Industries to make this  24 payment reflected in Exhibit 8; correct?  25 MR. HARVEY: Objection. Vague as to</p> <p style="text-align: right;">Page 101</p>	<p>1 question about Joe Pavlik, who is on the call. He's a  2 Defendant in this case. Is this you Joe, you're a  3 Defendant in this case?  4 MR. PAVLIK: Yes. I'm just listening in on  5 mute.  6 MR. BENNION: Okay.  7 MR. HARVEY: I don't mean to be picky, but --  8 so he just spoke through Zoom, my question was about  9 the person who joined recently under the phone number  10 216-970-8229. Mr. Pavlik, is that your phone number?  11 MR. PAVLIK: Yeah. I had to run out to the  12 drugstore to pick up a prescription.  13 MR. HARVEY: That's fine. Thank you for  14 clarifying.  15 MR. PAVLIK: You got it.  16 BY MR. BENNION:  17 Q Let's go to Exhibit 6. We skipped this  18 before.  19 So Mr. Deppoleto, can you see Exhibit 6, which  20 is the Second Amendment to Convertible Note Purchase  21 Agreement?  22 <b>A Yes.</b>  23 MR. HARVEY: I think we did this one before  24 because I wrote it down.  25 THE WITNESS: We did the second note, third</p> <p style="text-align: right;">Page 103</p>
<p>1 authorized.  2 Go ahead.  3 THE WITNESS: Again, they were requesting the  4 500,000 and this is where my 500,000 went.  5 BY MR. BENNION:  6 Q Okay. So --  7 <b>A I no longer felt comfortable giving them</b>  8 <b>money. I wasn't confident in any of those guys at that</b>  9 <b>point.</b>  10 Q So they were requesting, but once again,  11 that's a reference to the company, not to individuals?  12 <b>A Correct.</b>  13 Q Okay.  14 MR. BENNION: We'd simply request production  15 of any additional documents that as Mr. Deppoleto said  16 previously that may exist that Quintec or personally  17 with respect to these two receipts, which are reflected  18 in Exhibits 8 and 9.  19 MR. HARVEY: I believe we've produced  20 everything that we have.  21 MR. BENNION: Okay. Duly noted.  22 Let's take about a 10-minute break here. Off  23 the record.  24 (Recess taken.)  25 MR. BENNION: During the break Patrick had a</p> <p style="text-align: right;">Page 102</p>	<p>1 note and first note.  2 MR. HARVEY: You did bring it up before.  3 MR. BENNION: I did ask questions about it.  4 Barbara, have we used this exhibit before?  5 EXHIBIT TECH: I can tell you from my history,  6 Counsel, I did bring it up.  7 BY MR. BENNION:  8 Q All right. Let's be very brief about this.  9 Referenced it briefly previously.  10 So Mr. Deppoleto, trying to streamline this --  11 MR. BENNION: If you can go down to the bottom  12 of the page, Daniel, to show Mr. Deppoleto Exhibit 6.  13 BY MR. BENNION:  14 Q Do you see that, Mr. Deppoleto?  15 <b>A Yes.</b>  16 Q Have you seen this Second Amendment to  17 Convertible Note Purchase Agreement previously?  18 <b>A Yes.</b>  19 Q Okay. And I don't believe I asked you this  20 question about Exhibit 6 before, but under the  21 Recitals, paragraph 3 -- let's go to paragraph 2 -- no,  22 we're just going to go to paragraph 3 -- no.  23 MR. BENNION: I'm sorry, Daniel, go back into  24 the Whereas.  25 EXHIBIT TECH: That's what we've covered. You</p> <p style="text-align: right;">Page 104</p>



<p>1 covered page 1 and page 4, in case you need reference.</p> <p>2 MR. BENNION: Thank you.</p> <p>3 BY MR. BENNION:</p> <p>4 Q So this says, again, Mr. Deppoleto, Whereas</p> <p>5 paragraph 3, on page 1 of Exhibit 6: Whereas the</p> <p>6 Purchaser desires to provide additional capital to the</p> <p>7 company for operating expenses in the amount of</p> <p>8 \$500,000 (the Additional Note Consideration).</p> <p>9 Did you ever -- is that correct, did I read</p> <p>10 that correctly?</p> <p>11 A Yes.</p> <p>12 Q Did you ever receive a report from Jason</p> <p>13 Tucker at Takeover Industries as to how these operating</p> <p>14 expenses were being used?</p> <p>15 A I don't recall. It's possible. It's also</p> <p>16 possible it wasn't so I'm not sure.</p> <p>17 Q Do you recall receiving a report about how the</p> <p>18 operating expenses were being used by anyone other than</p> <p>19 Jason Tucker at Takeover, such as Toby McBride or Joe</p> <p>20 Pavlik?</p> <p>21 A As I said, I don't recall any of -- a specific</p> <p>22 individual.</p> <p>23 Q And you don't recall receiving a report</p> <p>24 regarding how your additional capital for the company</p> <p>25 for operating expenses --</p> <p style="text-align: right;">Page 105</p>	<p>1 Q And you didn't receive even annual reports or</p> <p>2 let's say a quarterly report?</p> <p>3 A I don't believe they produced any quarterly or</p> <p>4 yearly reports, as far as I know.</p> <p>5 Q Did you ask for any such reports?</p> <p>6 A I don't believe so. But again, we were</p> <p>7 monitoring our money. We wanted to make sure that it</p> <p>8 was being used for operating, but I don't know that we</p> <p>9 requested anything in that regard. We just hit that</p> <p>10 point home.</p> <p>11 Q When you testified that you're monitoring your</p> <p>12 money, what does that mean?</p> <p>13 A Just calling and inquiring: How's business?</p> <p>14 How are things going? How are sales?</p> <p>15 Again, we're investing in a business. We're</p> <p>16 hoping that they do well. And everything pointed to</p> <p>17 the direction that they looked like they were doing</p> <p>18 well.</p> <p>19 Q Have you ever lost money as an investor of a</p> <p>20 company either before or after the payment of your</p> <p>21 monies to Takeover?</p> <p>22 A No. I don't believe there's anything that</p> <p>23 would show a loss, no.</p> <p>24 Q I'm trying to wrap it up here, but I need</p> <p>25 30 seconds to gather my notes.</p> <p style="text-align: right;">Page 107</p>
<p>1 A The only thing I could see that relating to is</p> <p>2 the fact that, again, we put a percentage that we only</p> <p>3 wanted to be used for salaries at 10 percent and I</p> <p>4 think the remainder had to be used for all operating</p> <p>5 expenses, whatever they were. So I don't remember</p> <p>6 calling for a list because I don't know that I needed a</p> <p>7 list. They could only do 10 percent for salaries and</p> <p>8 the remainder had to go to operating expenses.</p> <p>9 Q So when you issued your -- when your attorneys</p> <p>10 wrote the notice of default letter dated November 12,</p> <p>11 2022, do you know how much money Takeover Industries</p> <p>12 had in its account on or about November 8, 2022?</p> <p>13 A No. I'm sorry, I do not.</p> <p>14 Q Did you ever request reports from anybody at</p> <p>15 Takeover Industries with regard to the status of the</p> <p>16 money in Takeover Industries' accounts during the time</p> <p>17 that you -- from May 25, 2022, through November 8,</p> <p>18 2022, that Takeover had in its possession?</p> <p>19 A Say that again. I'm sorry, I missed that</p> <p>20 first part.</p> <p>21 Q Sure. We were talking a minute ago about you</p> <p>22 didn't ask for reports with respect to how much money</p> <p>23 was being used by Takeover Industries for operating</p> <p>24 expenses, say, on a monthly basis; correct?</p> <p>25 A Correct.</p> <p style="text-align: right;">Page 106</p>	<p>1 You testified previously, Mr. Deppoleto, that</p> <p>2 you didn't meet Mike Holley until, I believe, you were</p> <p>3 at a hearing in the case in Arizona; is that correct?</p> <p>4 A I believe that's correct.</p> <p>5 Q Do you know why Mike Holley was not involved</p> <p>6 in the company, or at least that you didn't meet him</p> <p>7 when you went to these events in April and June of 2022</p> <p>8 in Dallas and Atlanta?</p> <p>9 A I don't know when I heard about it, but I just</p> <p>10 had heard that there was some improprieties that had</p> <p>11 happened or that they had discovered or something and I</p> <p>12 think that included Holley, Pavlik and McBride.</p> <p>13 Q What were the improprieties that you heard</p> <p>14 about involving Mike Holley?</p> <p>15 A I believe they were stealing money from the</p> <p>16 company.</p> <p>17 Q And who told you that?</p> <p>18 A Tucker, for one. I would say probably Tucker</p> <p>19 was the one who maybe discovered it.</p> <p>20 Q Jason Tucker?</p> <p>21 A Yes.</p> <p>22 Q And did he tell you how he discovered this</p> <p>23 alleged impropriety?</p> <p>24 A I believe they said their accounting team</p> <p>25 potentially found the improprieties and dug backwards</p> <p style="text-align: right;">Page 108</p>



<p>1 <b>and found amounts that were missing or gone or</b>                  2 <b>something to that nature.</b>                  3 Q And you also mentioned Toby McBride and Joe                  4 Pavlik. Are you alleging that there were improprieties                  5 that Toby McBride -- that you were made aware of, when                  6 Mr. McBride was at Takeover?                  7 <b>A I'm sorry. Restate that again.</b>                  8 Q Sure. You talked about alleged improprieties                  9 with Mike Holley, Toby McBride and Joe Pavlik. What                  10 were these alleged improprieties that you were told of                  11 about Toby McBride?                  12 <b>A I believe they were all taking money. Taking</b>                  13 <b>inordinate amounts of money from the investors from the</b>                  14 <b>start of the business until it ended. Taking</b>                  15 <b>exorbitant salaries. Basically, they were using the</b>                  16 <b>checkbook -- or the company account as a personal</b>                  17 <b>checkbook, it sounded like. I believe there's records</b>                  18 <b>to back that up.</b>                  19 Q Do you know who was authorized to have access                  20 to the Takeover Industries' bank account from the time                  21 you first signed the Convertible Note Purchase                  22 Agreement, May 25, 2022, until November 8, 2022?                  23 <b>A I do not have knowledge of who had access, no.</b>                  24 Q Do you know who was authorized to withdrawal                  25 funds from the Takeover Industries' bank account during</p>	<p>1 Q And Joe Pavlik, you spoke about Joe Pavlik.                  2 Did you review any documents or have you seen any                  3 documents that would indicate that Mr. Pavlik, there                  4 were improprieties in how he used money of Takeover                  5 Industries?                  6 <b>A Again, I believe something was produced and I</b>                  7 <b>believe my attorneys have it, but there's records on</b>                  8 <b>the bookkeeping that they needed to do showing funds</b>                  9 <b>that all three of them took.</b>                  10 Q Are you aware that Takeover Industries had                  11 audits performed to review the accounting of its books                  12 in or about 2022?                  13 MR. HARVEY: Objection. Foundation. Calls                  14 for speculation and assumes facts not in evidence.                  15 Go ahead.                  16 THE WITNESS: Yeah, I'm not sure about that.                  17 I wouldn't be privy to that, I don't believe.                  18 BY MR. BENNION:                  19 Q You were never told that audits were conducted                  20 by Takeover Industries into the assets or into the                  21 expenditures and payments to Toby McBride, Joe Pavlik                  22 and Mike Holley?                  23 MR. HARVEY: Same objections. Also vague and                  24 compound.                  25 Go ahead.</p>
<p>1 that period of time?                  2 <b>A I do not.</b>                  3 Q Okay. Who provided you with this information                  4 that you just testified to --                  5 <b>A I believe Tucker, and I believe I provided</b>                  6 <b>that information to my attorneys as well with whatever</b>                  7 <b>documentation we had.</b>                  8 Q Do you recall what that documentation is?                  9 <b>A I don't. It's part of the records, but I</b>                  10 <b>believe it was documenting their theft.</b>                  11 Q And you referred to Joe Pavlik as well --                  12 well, let me go back to Mike Holley for a minute.                  13 Are you aware that Mike Holley was not able to                  14 be with the company or to operate in the company for a                  15 period of time in 2022?                  16 <b>A Again, I don't remember the dates, but I do</b>                  17 <b>believe that he was somehow axed out in some fashion.</b>                  18 Q Are you aware that Mike Holley had COVID and                  19 was hospitalized for COVID during some of that period                  20 of time in 2022?                  21 <b>A I'm not aware of anything with Mike Holley,</b>                  22 <b>no.</b>                  23 Q You're not aware of anything about him being                  24 hospitalized for COVID?                  25 <b>A No. No.</b></p>	<p>1 THE WITNESS: I was under the understanding                  2 that was needed to be done in order to become                  3 tradeable, if that makes sense. So I believe they had                  4 accounting firms or something trying to get them                  5 current to trade or whatnot. So I believe that's how                  6 they discovered those things.                  7 BY MR. BENNION:                  8 Q Do you know if Takeover Industries filed tax                  9 returns while Jason Tucker was president of Takeover                  10 Industries?                  11 <b>A I would not know that. I don't know.</b>                  12 Q Did you ever request that information such as                  13 tax returns?                  14 <b>A We did not, no.</b>                  15 Q Do you know how much money Takeover Industries                  16 had left in its account and/or bank accounts when you                  17 left the company or you issued your first Notice of                  18 Default November 8, 2022?                  19 <b>A I do not know that.</b>                  20 Q Did you ever receive records of any Takeover                  21 Industries' bank accounts?                  22 <b>A I'm not certain. I don't believe so, but I'm</b>                  23 <b>not sure.</b>                  24 Q You don't recall?                  25 <b>A I don't recall, no.</b></p>





<p>1 Q If you had received information regarding the</p> <p>2 status of Takeover Industries' bank accounts in 2022,</p> <p>3 who would that have come from?</p> <p>4 <b>A I would assume Tucker, but I'm not positive.</b></p> <p>5 Q Jason Tucker was your primary point of contact</p> <p>6 at Takeover Industries?</p> <p>7 <b>A Yes. He became a primary point of contact,</b></p> <p>8 <b>yes.</b></p> <p>9 Q Before Jason Tucker became the primary point</p> <p>10 of contact with you, was somebody else at Takeover a</p> <p>11 primary point of contact with you?</p> <p>12 <b>A As far as I know, I believe he was kind of the</b></p> <p>13 <b>voice. When my cousin was involved early in, whatever</b></p> <p>14 <b>it was, 2021, and when we first got involved, he was</b></p> <p>15 <b>the voice that I heard, but again, I met McBride, I met</b></p> <p>16 <b>Pavlik, but Jason was kind of the voice, I believe.</b></p> <p>17 Q And your cousin is not a party to this action,</p> <p>18 correct, Mr. Pettis?</p> <p>19 <b>A He is not.</b></p> <p>20 Q Mr. Deppoleto, to your knowledge, have you</p> <p>21 produced all email correspondence you have received</p> <p>22 from Jason Tucker regarding Takeover Industries in this</p> <p>23 case?</p> <p>24 <b>A I believe so, yes.</b></p> <p>25 Q Do you still have access to your emails from</p>	
<p>Page 113</p> <p>1 Jason Tucker?</p> <p>2 <b>A Whatever I had I turned over to my attorneys,</b></p> <p>3 <b>yes.</b></p> <p>4 Q But you still have access to those emails?</p> <p>5 <b>A Yes. They're probably in my archive, sure.</b></p> <p>6 Q I have no further questions at this time.</p> <p>7 MR. HARVEY: No questions from me either. We</p> <p>8 reserve the right to read and sign.</p> <p>9 MR. BENNION: Yes. Let's do that.</p> <p>10 MR. HARVEY: Would you like to read and sign</p> <p>11 your transcript?</p> <p>12 THE WITNESS: Yes.</p> <p>13 THE COURT REPORTER: Mr. Harvey, would you</p> <p>14 like a copy of the transcript?</p> <p>15 MR. HARVEY: Just electronic, please.</p> <p>16 THE COURT REPORTER: Thank you.</p> <p>17 (Deposition concluded at 2:22 p.m.)</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p> <p>Page 114</p>	



1 REPORTER'S CERTIFICATE

2 STATE OF NEVADA )  
 ) ss.  
3 COUNTY OF CLARK )

4

5 I, Barbara Clark, a Certified Court Reporter  
6 of the State of Nevada, do hereby certify:

7 That the foregoing proceedings were taken  
8 before me at the time and place herein set forth; that  
9 any witnesses in the foregoing proceedings, prior to  
10 testifying, were placed under oath; that a verbatim  
11 record of the proceedings was made by me using machine  
12 shorthand which was thereafter transcribed under my  
13 direction; further, that the foregoing is an accurate  
14 transcription thereof.

15 I further certify that I am neither  
16 financially interested in the action nor a relative or  
17 employee of any attorney or any of the parties.

18 IN WITNESS WHEREOF, I have this date  
19 subscribed my name.

20 Dated: December 20, 2024

21

22

23

BARBARA CLARK  
CCR No. 953

24

25



DECLARATION UNDER PENALTY OF PERJURY

I, JAMES V. DEPPOLETO JR., do hereby declare under penalty of perjury that I have read the foregoing transcript; that I have made any corrections as appear noted, in ink, initialed by me, or attached hereto; that my testimony as contained herein, as corrected, is true and correct.

EXECUTED this \_\_\_\_\_ day of \_\_\_\_\_, 2024, at \_\_\_\_\_, \_\_\_\_\_.  
(City) (State)

\_\_\_\_\_  
JAMES V. DEPPOLETO JR.



1 DEPOSITION ERRATA SHEET

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25 JAMES V. DEPPOLETO JR.



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